HHGREGG, INC.

Reported by

THROGMARTIN JERRY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/02/09 for the Period Ending 12/01/09

Address	4151 EAST 96TH STREET INDIANAPOLIS, IN 46240
Telephone	317-848-8710
CIK	0001396279
Symbol	HGG
SIC Code	5731 - Radio, Television, and Consumer Electronics Stores
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	03/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Throgmartin Jerry	**hhgregg, Inc. [HGG]**	__ **X** __ Director __ **X** __ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__ **X** __ Officer (give title below) _____ Other (specify below)
4151 EAST 96TH STREET	**12/1/2009**	**Executive Chairman**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
INDIANAPOLIS, IN 46240		_ **X** _ Form filed by One Reporting Person
(City) (State) (Zip)		___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $.0001 per share	**12/1/2009**		**G**	**V**	**250028**	**D**	**$0**	**0**	**I**	**By Grantor Retained Annuity Trust** (1)
Common Stock, $.0001 per share								**950952**	**I**	**By Grantor Retained Annuity Trust** (2)
Common Stock, $.0001 per share								**2068130**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Mr. Throgmartin is the trustee of the Jerry W. Throgmartin 2007 Grantor Retained Annuity Trust and has sole power to vote and dispose of the shares held by the trust.

(2) Mr. Throgmartin is the trustee of the Jerry W. Throgmartin 2008 Grantor Retained Annuity Trust and has sole power to vote and dispose of the shares held by the trust.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Throgmartin Jerry **4151 EAST 96TH STREET** **INDIANAPOLIS, IN 46240**	**X**	**X**	**Executive Chairman**	

Signatures

/s/ Andy Giesler, attorney-in-fact **12/2/2009**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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