

GOLDEN ENTERPRISES INC
Form 4
October 04, 2016

FORM 4

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

OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKLEROY JOHN P JR

2. Issuer Name and Ticker or Trading Symbol
GOLDEN ENTERPRISES INC
[GLDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

2117 SECOND AVE N

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BIRMINGHAM, AL 35203

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | 09/30/2016 | 09/30/2016 | S | 6,510 D \$ 12 0 | | D | |
| Common Stock | 09/30/2016 | 09/30/2016 | S | 33,410 D \$ 12 0 | | I | See Footnote (1) |
| Common Stock (2) | 09/30/2016 | 09/30/2016 | S | 5,231,128 (2) D \$ 12 0 | | I | By SYB, Inc. (2) |
| Common Stock (2) | 09/30/2016 | 09/30/2016 | S | 600,279 (2) D \$ 12 0 | | I | By Testamentary Marital Trust (2) |
| | 09/30/2016 | 09/30/2016 | S | D \$ 12 0 | | I | |

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| | | |
|-------------------------|-----------------------|--|
| Common Stock <u>(3)</u> | 400,544 <u>(3)</u> | By Bashinsky Foundation, Inc. <u>(3)</u> |
|-------------------------|-----------------------|--|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu | 9. Nu |
|---|--|---|---|--------------------------------------|--|--|---|---|--|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| | Director 10% Owner Officer Other |
| MCKLEROY JOHN P JR 2117 SECOND AVE N BIRMINGHAM, AL 35203 | X |

Signatures

/s/ John P.
McKleroy, Jr 09/30/2016

 **Signature of Reporting Date
 Person

Explanation of Responses:

- * 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).
- (1) Owned by Individual Retirement Account and 401(k) Profit Sharing Plan.
 - (2) Mr. McKleroy serves on the Voting Committee created under the Will of and the SYB, Inc. Common Stock Trust created by Sloan Y. Bashinsky, Sr. (AMr. Bashinsky@). The Voting Committee voted the shares of Issuer=s stock owned by the Marital Trust created by the

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Will of Mr. Bashinsky and the shares owned by SYB, Inc. As part of a merger of Golden Enterprises, Inc. with an unrelated entity, SYB, Inc. and the Marital Trust have sold all Shares of Common Stock of the Issuer and the Voting Committee ceased to exist. Mr. McKleroy disclaims beneficial ownership of such Shares and proceeds therefrom.

- (3) Mr. McKleroy is a director and officer of Bashinsky Foundation, Inc., a qualified Internal Revenue Code Section 501(c)(3) organization. Mr. McKleroy disclaims beneficial ownership of such shares owned by Bashinsky Foundation, Inc. and proceeds therefrom.

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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