

COOPER JOE R
Form 4
January 11, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COOPER JOE R

2. Issuer Name **and** Ticker or Trading
Symbol
BIG LOTS INC [BIG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

300 PHILLIPI ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2010

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

Senior Vice President

(Street)

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

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

COLUMBUS, OH 43228

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/07/2010		M	20,000 A	\$ 14.28 66,787	D	
Common Stock	01/07/2010		M	1,537 A	\$ 12.66 68,324	D	
Common Stock	01/07/2010		S ⁽¹⁾	21,537 D	\$ 29.803 46,787	D	
Common Stock	01/08/2010		M	8,713 A	\$ 12.66 55,500	D	
Common Stock	01/08/2010		S ⁽¹⁾	19,250 D	\$ 36,250 29.811	D	

(3)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Purchase Option	\$ 14.28	01/07/2010		M	20,000	11/15/2005 ⁽⁴⁾ 02/02/2014	Common Stock 20,000
Stock Purchase Option	\$ 12.66	01/07/2010		M	1,537	⁽⁵⁾ 02/24/2013	Common Stock 1,537
Stock Purchase Option	\$ 12.66	01/08/2010		M	8,713	⁽⁵⁾ 02/24/2013	Common Stock 8,713

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COOPER JOE R 300 PHILLIPI ROAD COLUMBUS, OH 43228	Senior Vice President

Signatures

Chadwick P. Reynolds, attorney in fact for Joe R.
Cooper

01/11/2010

 **Signature of Reporting Person

Date

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) The sales reported in this Form 4 were made pursuant to a plan intended to comply with Rule 10b5-1.
- (2) The value represents the weighted average sale price for the transactions reported on the corresponding line. The actual sales prices for the transactions reported on the corresponding line ranged from \$29.80 to \$29.81. The reporting person undertakes to provide (upon request by the SEC, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (3) The value represents the weighted average sale price for the transactions reported on the corresponding line. The actual sales prices for the transactions reported on the corresponding line ranged from \$29.80 to \$29.855. The reporting person undertakes to provide (upon request by the SEC, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (4) The date upon which the Stock Purchase Option became fully exercisable.
- (5) This Stock Purchase Option vests in four equal annual installments beginning on February 24, 2007.

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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