

GameStop Corp.
Form 4
February 11, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Crawford Troy W.

(Last) (First) (Middle)

C/O GAMESTOP CORP., 625
WESTPORT PARKWAY

(Street)

GRAPEVINE, TX 76051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GameStop Corp. [GME]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Sr. VP & Chief Accounting Off.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ 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. 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 (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, par value \$0.001 per share	02/07/2014		F	D	\$ 35.5	75,393	D
					1,177 (1)		

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

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SEC 1474 (9-02)

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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
				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
Crawford Troy W. C/O GAMESTOP CORP. 625 WESTPORT PARKWAY GRAPEVINE, TX 76051			Sr. VP & Chief Accounting Off.	

Signatures

/s/ Troy W. Crawford 02/11/2014

__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) Shares withheld by the Issuer on vesting of restricted stock to cover applicable withholding taxes.

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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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 0 as Executive Vice President and was elected President of Dillon Companies, Inc. in 1982. J. Michael Schlotman 46 Mr. Schlotman was elected Senior Vice President effective June 26, 2003, and Chief Financial Officer effective January 26, 2000. Prior to that he was elected Group Vice President on January 26, 2000, and was elected Vice President and Corporate Controller in 1995. Prior to that, he served the Company in various corporate accounting positions. Mr. Schlotman joined the Company in 1985. Paul J. Scutt 55 Mr. Scutt was named Group Vice President of Retail Operations on May 21, 2002. He has held a number of significant positions with the Company including Regional Vice President of the Company's Hutchinson operations, and most recently as President of the Company's Central Division. M. Elizabeth Van Oflen 46 Ms. Van Oflen was elected Vice President and Controller on April 11, 2003. Prior to her election she held various positions in the Company's Finance and Tax Departments. Ms. Van Oflen joined the Company in 1982. Della Wall 52 Ms. Wall was elected Group Vice President on April 9, 2004. Prior to her election she held various positions in the Company's human resources department, manufacturing group and drug store division, most recently serving as Vice President of Human Resources. Ms. Wall joined the Company in 1971. Robert E. Zincke 61 Mr. Zincke was elected Executive Vice President effective June 26, 2003. Prior to that he was elected Senior Vice President effective November 7, 2002. Prior to that he held a variety of significant positions with the Company, most recently he was President of the Company's Southwest Division for 12 years.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Financial Statements:

Report of Independent Auditors

Consolidated Balance Sheets as of January 31, 2004 and February 1, 2003

Consolidated Statements of Earnings for the years ended January 31, 2004, February 1, 2003, and February 2, 2002

Consolidated Statements of Cash Flows for the years ended January 31, 2004, February 1, 2003 and February 2, 2002

Consolidated Statement of Changes in Shareowners' Equity

Notes to Consolidated Financial Statements

Financial Statement Schedules:

There are no Financial Statement Schedules included with this filing for the reason that they are not applicable or are not required or the information is included in the financial statements or notes thereto

(b) Reports on Form 8-K:

On December 9, 2003, The Kroger Co. filed a Current Report on Form 8-K with the SEC disclosing its earnings release for the third quarter 2003, including unaudited financial statements for that quarter.

(c) Exhibits

Explanation of Responses:

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- 3.1 Amended Articles of Incorporation of The Kroger Co. are incorporated by reference to Exhibit 3.1 of The Kroger Co. s Quarterly Report on Form 10-Q for the quarter ended October 3, 1998. The Kroger Co. s Regulations are incorporated by reference to Exhibit 4.2 of The Kroger Co. s Registration Statement on Form S-3 (Registration No. 33-57552) filed with the SEC on January 28, 1993.
- 4.1 Instruments defining the rights of holders of long-term debt of the Company and its subsidiaries are not filed as Exhibits because the amount of debt under each instrument is less than 10% of the consolidated assets of the Company. The Company undertakes to file these instruments with the Commission upon request.
- 10.1 Material Contracts Third Amended and Restated Employment Agreement dated as of July 22, 1993, between the Company and Joseph A. Pichler is hereby incorporated by reference to Exhibit 10.1 to the Company s Form 10-Q for the quarter ended October 9, 1993.
- 10.2 Executive Employment Agreement dated as of November 30, 2001, between the Company and David B. Dillon. Incorporated by reference to Exhibit 10.2 to the Company s Form 10-K for fiscal year ended February 2, 2002.
- 10.3 Executive Employment Agreement dated as of April 22, 2002, between the Company and W. Rodney McMullen. Incorporated by reference to Exhibit 10.3 to the Company s Form 10-K for fiscal year ended February 2, 2002.
- 10.4 Executive Employment Agreement dated as of November 30, 2001, between the Company and Don W. McGeorge. Incorporated by reference to Exhibit 10.4 to the Company s Form 10-K for the quarter ended August 18, 2002.
- 10.5 Executive Employment Agreement dated as of June 7, 2002, between the Company and Michael S. Heschel. Incorporated by reference to Exhibit 99.1 to the Company s Form 10-Q for fiscal year ended February 2, 2002.
- 10.6 Non-Employee Directors Deferred Compensation Plan. Incorporated by reference to Appendix J to Exhibit 99.1 of Fred Meyer, Inc. s Current Report on Form 8-K dated September 9, 1997, SEC File No. 1-13339.
- *12.1 Statement of Computation of Ratio of Earnings to Fixed Charges.
- *21.1 Subsidiaries of the Registrant.
- *23.1 Consent of Independent Accountants.
- *24.1 Powers of Attorney.
- 31.1 Rule 13a-14 (a) / 15d 14 (a) Certifications.
- *32 Section 1350 Certifications.

* Previously filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE KROGER CO.

Dated: May 10, 2004

By (*David B. Dillon)

David B. Dillon

Chief Executive Officer

Dated: May 10, 2004

By (*J. Michael Schlotman)

J. Michael Schlotman

Group Vice President and Chief Financial Officer

Dated: May 10, 2004

By (*M. Elizabeth Van Oflen)

M. Elizabeth Van Oflen

Vice President & Controller

and Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities indicated on the 10th day of May, 2004.

(*Reuben V. Anderson)

Director

Reuben V. Anderson

Robert D. Beyer

Director

(*John L. Clendenin)

Director

John L. Clendenin

Richard K. Davidson

Director

(*David B. Dillon)

Chief Executive Officer and Director

David B. Dillon

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(*David B. Lewis)

Director

David B. Lewis

(*John T. LaMacchia)

Director

John T. LaMacchia

(*Edward M. Liddy)

Director

Edward M. Liddy

(*Don W. McGeorge)

President, Chief Operating Officer,

Don W. McGeorge

and Director

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(*W. Rodney McMullen)

Vice Chairman and Director

W. Rodney McMullen

(*Clyde R. Moore)

Director

Clyde R. Moore

(*Katherine D. Ortega)

Director

Katherine D. Ortega

(*Joseph A. Pichler)

Chairman of the Board of Directors
and Director

Joseph A. Pichler

(*Steven R. Rogel)

Director

Steven R. Rogel

(*Bobby S. Shackouls)

Director

Bobby S. Shackouls

*By: (Bruce M. Gack)

Bruce M. Gack

Attorney-in-fact