

Zumiez Inc  
Form 4  
March 21, 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 \*  
Brown Troy R.

(Last) (First) (Middle)  
4001 204TH STREET SW  
(Street)

LYNNWOOD, WA 98036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Zumiez Inc [ZUMZ]

3. Date of Earliest Transaction (Month/Day/Year)  
03/17/2014

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)  
Ex. V.P. of E-commerce

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)  | Amount or Price   |  |                                   |            |   |
| Common stock                    | 03/17/2014                           |  | A                              | (1)   | 7,846   | A  | \$ 0                              | 24,217 (2) | D |
| Common stock                    | 03/18/2014                           |  | F                              | (4)   | 518   | D  | \$ 25.18                          | 23,699 (2) | D |

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Options (Right to buy)                     | \$ 25.49   | 03/17/2014                           |  | A                              | 13,106<br>(3)   | 03/17/2015   | 03/17/2024  | Common stock | 13,106                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Brown Troy R.<br>4001 204TH STREET SW<br>LYNNWOOD, WA 98036 |               |           | Ex. V.P. of<br>E-commerce |       |

## Signatures

Chris K. Visser,  
Attorney-in-Fact

03/21/2014

\_\_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) The shares represent a grant of restricted stock that will vest over a 3-year period, with 33% vesting annually upon the first and second anniversary and 34% on the third year anniversary of the date of grant.
- (2) The share total includes 1,072 shares acquired through the Zumiez Inc. Employee Stock Purchase Plan.
- (3) Options subject to this grant vest over a 4-year period in equal annual installments.
- (4) Shares withheld by Zumiez Inc. to pay taxes on restricted stock.

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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