

Thompson James D
Form 3
June 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Thompson James D

(Last) (First) (Middle)

GOLFSMITH
INTERNATIONAL
HOLDINGS, INC., Â 11000 N.
IH-35

(Street)

AUSTIN, Â TX Â 78753-3195

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
06/14/2006

3. Issuer Name **and** Ticker or Trading Symbol

GOLFSMITH INTERNATIONAL HOLDINGS INC
[GOLF]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
CEO, President and Director

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Unit	Â (1)	10/15/2012	Common Stock	65,685	\$ (1)	D	Â
Stock Option (right to buy)	Â (2)	06/16/2013	Common Stock	175,453	\$ 6.84	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson James D GOLFSMITH INTERNATIONAL HOLDINGS, INC. 11000 N. IH-35 AUSTIN, TX 78753-3195	Â X	Â	Â CEO, President and Director	Â

Signatures

/s/ R. Scott Wood
Attorney-in-Fact

06/14/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The stock units are exercisable for shares of common stock for no consideration at any time following the closing of the initial public offering of Golfsmith International Holdings, Inc. (the "Company") which is expected to be on June 20, 2006, at the holder's election, on a one-for-one basis.

All options held by the reporting person were granted under the 2002 Incentive Stock Plan of the Company. All options under the 2002 Stock Incentive Plan held by the reporting person vest over seven-year period in increments based upon the financial performance of the Company. No options are currently exercisable.

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Remarks:

ExhibitÂ Index:Â 24.1Â PowerÂ ofÂ Attorney

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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