

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 *
 MCCUTCHEON MARK W

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)
 CEO and President

ONE GOLDEN FLAKE DRIVE
 (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 35205

(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 (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	09/30/2016	09/30/2016	S		3,816	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)

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

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)
Stock Option	\$ 3.84 ⁽³⁾	09/30/2016	09/30/2016	S	50,000	04/23/2016 ⁽⁴⁾ 04/09/2016	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCUTCHEON MARK W ONE GOLDEN FLAKE DRIVE BIRMINGHAM, AL 35205	X		CEO and President	

Signatures

/s/ Mark W.
McCutcheon 09/30/2016

**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) Owned by 401(k) Plan account for the benefit of Mark W. McCutcheon.

Mr. McCutcheon 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

(2) 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. McCutcheon disclaims beneficial ownership of such Shares and proceeds therefrom.

(3) Issuer is merging with an unrelated third party and upon merger stock options will be cancelled, whether or not vested, and the option holder will be paid an amount equal to \$12.00 minus the per share exercise price multiplied by the number of stock options.

(4) The stock options vested in two unequal installments beginning on 4/23/2016.

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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