

Bakken Eric
 Form 4
 September 05, 2012

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 *
 Bakken Eric

2. Issuer Name and Ticker or Trading Symbol
 REGIS CORP [RGS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7201 METRO BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2012

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Executive Vice President

MINNEAPOLIS, MN 55439

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

(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 | 08/31/2012 | | A | 9,480 (1) A \$ 0 | 57,380 | D | |
| Common Stock | 08/31/2012 | | A | 3,700 (3) A \$ 0 | 61,145 (2) | D | |
| Common Stock | | | | | 395 | I | Through profit sharing plan |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title or Number of Shares |
| Stock Appreciation Rights | \$ 18.01 | 08/31/2012 | | A | 22,250 <u>(4)</u> | 08/31/2013 08/31/2022 | Common Stock 22,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bakken Eric 7201 METRO BOULEVARD MINNEAPOLIS, MN 55439 | | | Executive Vice President | |

Signatures

Kristin J. Staffanson, by power of attorney
09/05/2012
**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).
- The Reporting Person was awarded a grant of 9,480 restricted stock units (RSUs). The RSUs vest over a four year period according to the following schedule: 30%, 30%, 20% and 20%. Each RSU represents the contingent right to receive one share of RGS common stock upon vesting.
- (1) following schedule: 30%, 30%, 20% and 20%. Each RSU represents the contingent right to receive one share of RGS common stock upon vesting.
 - (2) Includes 65 shares attributable to employee stock plan purchases since the filer's last Form 4.
 - (3) The Reporting Person was awarded a grant of 3,700 restricted stock units which vest ratably over a three year period. Each RSU represents the contingent right to receive one share of RGS common stock upon vesting.
 - (4) Stock Appreciation Rights vest ratably over a three year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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.