

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

(Check all applicable)

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

5. 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

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. 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.