

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**  
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([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **CABELA RICHARD N**

CIK: **1292776**

Type: **4** | Act: **34** | File No.: **001-32227** | Film No.: **13852649**

Mailing Address  
*ONE CABELA DRIVE  
SIDNEY NE 69160*

### ISSUER

#### **CABELAS INC**

CIK: **1267130** | IRS No.: **200486586** | State of Incorporation: **DE** | Fiscal Year End: **0101**  
SIC: **5940** Miscellaneous shopping goods stores

Mailing Address  
*ONE CABELA DRIVE  
SIDNEY NE 69160*

Business Address  
*ONE CABELA DRIVE  
SIDNEY NE 69160  
308-254-5505*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>CABELA RICHARD N</b>			2. Issuer Name and Ticker or Trading Symbol <b>CABELAS INC [CAB]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/15/2013</b>					
C/O CABELA'S INCORPORATED, ONE CABELA DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>SIDNEY, NE 69160</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2013		S	(1)	5,000	D	\$68.64	5,000	I	by Spouse
Common Stock								5,805,564 (2)	I	by Cabela's Family, LLC
Common Stock								194,022	D	
Common Stock								189,802 (2)	I	by M. A. Cabela 2002 Irrevocable Annuity Trust dated May 8, 2002
Common Stock								12,738 (3)	I	by 401(k) Plan
Common Stock								2 (4)	I	by Spouse (through 401(k) Plan)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership Form of	11. Nature of Indirect Beneficial
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Security (Instr. 3)	Price of Derivative Security	(Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)				Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	V	(A)	(D)	Title	Amount or Number of Shares								

**Explanation of Responses:**

1. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person's spouse on May 21, 2012. The Rule 10b5-1 trading plan was entered into as part of Mr. and Mrs. Cabela's personal financial and estate planning.
2. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
3. Includes 12,580 shares of restricted common stock and 158 shares of common stock held in the Issuer's stock fund. The number of shares allocated to the Reporting Person in the Issuer's stock fund is equal to his May 14, 2013, account balance in the Issuer's stock fund divided by the closing price of the Issuer's common stock on May 14, 2013. The Issuer's stock fund in its 401(k) Plan is unitized for those participants holding unrestricted stock and as such does not itself allocate a specific number of shares to participants.
4. The number of shares allocated to the Reporting Person's spouse in the Issuer's stock fund is equal to her May 14, 2013, account balance in the Issuer's stock fund divided by the closing price of the Issuer's common stock on May 14, 2013. The Issuer's stock fund in its 401(k) Plan is unitized for those participants holding unrestricted stock and as such does not itself allocate a specific number of shares to participants.

**Signatures**

Brent LaSure, Attorney-in-Fact  
 \*\* Signature of Reporting Person

05/16/2013  
 Date

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

\* 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).

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

**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 Number.**