

STACK EDWARD W

Form 4

March 17, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STACK EDWARD W

2. Issuer Name **and** Ticker or Trading
Symbol
DICKS SPORTING GOODS INC
[DKS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
345 COURT STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2011

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and Chief Exec. Off.

CORAOPOLIS, PA 15108

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	03/15/2011		A	95,000 (8)	A \$ 0 6,262,433 ⁽¹⁾	D	
Common Stock, par value \$.01 per share					2,525,000	I	By trust ⁽²⁾ (3)
Common Stock, par value \$.01 per share					2,525,000	I	By trust ⁽²⁾ (4)

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Common Stock, par value \$.01 per share	2,525,000	I	By trust ⁽²⁾ <u>(5)</u>
Common Stock, par value \$.01 per share	2,525,000	I	By trust ⁽²⁾ <u>(6)</u>
Common Stock, par value \$.01 per share	2,521,808	I	By trust ⁽²⁾ <u>(7)</u>

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 40	03/15/2011		M		136,571		<u>(9)</u>	03/15/2018	Common Stock, par value \$.01 per share	136,571

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STACK EDWARD W 345 COURT STREET CORAOPOLIS, PA 15108	X	X	Chairman and Chief Exec. Off.	

Signatures

/s/ Edward W.
Stack

03/17/2011

__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).

- Amount includes 5,998,275 shares of Class B common stock (the "Class B Common Stock"), which are not registered under the Securities Exchange Act of 1934, as amended. Holders of Class B Common Stock have identical rights to holders of common stock, except that holders of Class B Common Stock are entitled to 10 votes for each share held of record. Each share of Class B Common Stock is convertible, at any time, at the option of the holder, into one share of common stock.
- (1) Amount includes 5,998,275 shares of Class B common stock (the "Class B Common Stock"), which are not registered under the Securities Exchange Act of 1934, as amended. Holders of Class B Common Stock have identical rights to holders of common stock, except that holders of Class B Common Stock are entitled to 10 votes for each share held of record. Each share of Class B Common Stock is convertible, at any time, at the option of the holder, into one share of common stock.
 - (2) Represents shares of Class B Common Stock.
 - (3) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust I.
 - (4) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust II.
 - (5) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust III.
 - (6) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust IV.
 - (7) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust V.
 - (8) Shares of restricted stock, subject to vesting.
 - (9) Option vests 25% per year over a four year period, on the anniversary of the date of the grant.

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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