

Sutter Kathryn
Form 4
March 17, 2011

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 *
Sutter Kathryn

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)
SVP - Human Resources

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$.01 per share | 03/15/2011 | | M | | 20,000 | A | \$ 17.98 |
| Common Stock, par value \$.01 per share | 03/15/2011 | | S | | 20,000 | D | \$ 40.0321 (1) |
| Common Stock, par value \$.01 per share | 03/15/2011 | | M | | 15,000 | A | \$ 18.95 |

Edgar Filing: Sutter Kathryn - Form 4

| | | | | | | | |
|---|------------|---|----------------------------|---|-----------------------------|--------|---|
| Common Stock, par value \$.01 per share | 03/15/2011 | S | 15,000 | D | \$ 40.0321 <u>(1)</u> | 36,476 | D |
| Common Stock, par value \$.01 per share | 03/15/2011 | M | 20,000 | A | \$ 28.23 | 56,476 | D |
| Common Stock, par value \$.01 per share | 03/15/2011 | S | 20,000 | D | \$ 40.0321 <u>(1)</u> | 36,476 | D |
| Common Stock, par value \$.01 per share | 03/15/2011 | A | <u>4,575</u> <u>(2)</u> | A | \$ 0 | 41,051 | D |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 17.98 | 03/15/2011 | | M | | 20,000 03/02/2009 03/02/2015 | Common Stock, par value \$.01 per share 20,000 |
| Stock Option (Right to Buy) | \$ 18.95 | 03/15/2011 | | M | | 15,000 03/01/2010 03/01/2016 | Common Stock, par value \$.01 per share 15,000 |
| Stock Option | \$ 28.23 | 03/15/2011 | | M | | 20,000 <u>(3)</u> 03/21/2017 | Common Stock, par value \$.01 per share 20,000 |

(Right to Buy)

value
\$.01 per share

Stock Option (Right to Buy)

\$ 40

03/15/2011

A

15,794

(4)

03/15/2018

Common Stock, par value \$.01 per share

15,794

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sutter Kathryn 345 COURT STREET CORAOPOLIS, PA 15108 | | | SVP - Human Resources | |

Signatures

/s/ Kathryn

Sutter

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).
Represents the weighted average of multiple sales transactions ranging in price from \$40.00 to \$40.24. The reporting person agrees to
- (1) provide full information regarding the number of shares sold at each separate price upon request by the SEC Staff, the Company or a security holder of the Company.
- (2) Shares of restricted stock, subject to vesting.
- (3) Option vests 25% per year over a four year period, on the anniversary of the date of the grant.
- (4) Options vest 25% per year over a four year period, on the anniversary of the date of the grant, and is currently 75% vested.

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.