

DICKS SPORTING GOODS INC

Form 4

September 21, 2009

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 *
Hennion Jeffrey R.

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)
300 INDUSTRY DRIVE, RIDC
PARK WEST

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2009

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Exec. VP, Chief Marketing Off.

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PITTSBURGH, PA 15275

(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, par value \$.01 per share	09/17/2009		M		6,085	A	\$ 1.08
					56,567 ⁽¹⁾	D	
Common Stock, par value \$.01 per share	09/17/2009		S		6,085	D	\$ 23
					50,482 ⁽¹⁾	D	
Common Stock, par value \$.01	09/18/2009		M		3,915	A	\$ 1.08
					54,397 ⁽¹⁾	D	

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per share

Common
Stock, par
value \$.01
per share

09/18/2009

S

3,915 D

\$

23.0031

50,482 ⁽¹⁾

D

(2)

Common
Stock, par
value \$.01
per share

1,200

I

by
children
(3)

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

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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)	8.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.08	09/17/2009		M	6,085	01/27/2004	01/27/2010	Common Stock, par value \$.01 per share	6,085
Stock Option (Right to Buy)	\$ 1.08	09/18/2009		M	3,915	01/27/2004	01/27/2010	Common Stock, par value \$.01 per share	3,915

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Hennion Jeffrey R.
300 INDUSTRY DRIVE
RIDC PARK WEST
PITTSBURGH, PA 15275

Exec. VP, Chief Marketing Off.

Signatures

/s/ Jeffrey R.
Hennion

09/21/2009

__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).

(1) Amount includes 695 shares purchased through the Dick's Sporting Goods, Inc. Employee Stock Purchase Plan in June 2009.

Represents the weighted average of multiple sales transactions ranging in price from \$23.00 to \$23.04. The reporting person agrees to

(2) provide full information regarding the number of shares sold at each separate price upon request by the SEC Commission staff, the Company or a security holder of the Company.

(3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.

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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