

DICKS SPORTING GOODS INC

Form 4

March 14, 2016

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

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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)
03/10/2016

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

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 \$0.01 per share	03/10/2016		M	160,000 A	\$ 13.82	13,240,741 (1)	D
Common Stock, par value \$0.01 per share	03/10/2016		S	139,152 D	\$ 45.5146 (2)	13,101,589 (1)	D
Common Stock, par	03/10/2016		S	20,848 D	\$ 46.018 (3)	13,080,741 (1)	D

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

03/11/2016

M

135,000 A

\$ 13.82

13,215,741
(1)

D

Common
Stock, par
value
\$0.01 per
share

03/11/2016

S

135,000 D

\$
45.8693
(4)

13,080,741
(1)

D

Common
Stock, par
value
\$0.01 per
share

03/14/2016

M

50,000 A

\$ 13.82

13,130,741
(1)

D

Common
Stock, par
value
\$0.01 per
share

03/14/2016

M

135,000 A

\$ 13.82

13,265,741
(1)

D

Common
Stock, par
value
\$0.01 per
share

1,689,561

I

By
grantor
retained
annuity
trust (5)

Common
Stock, par
value
\$0.01 per
share

2,176,948

I

By
grantor
retained
annuity
trust (6)

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security			(Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (Right to Buy)	\$ 13.82	03/10/2016	M	160,000	03/18/2013	03/18/2016	Common Stock, par value \$0.01 per share	160,000
Stock Option (Right to Buy)	\$ 13.82	03/11/2016	M	135,000	03/18/2013	03/18/2016	Common Stock, par value \$0.01 per share	135,000
Stock Option (Right to Buy)	\$ 13.82	03/14/2016	M	50,000	03/18/2013	03/18/2016	Common Stock, par value \$0.01 per share	50,000
Stock Option (Right to Buy)	\$ 13.82	03/14/2016	M	135,000	(7)	03/18/2016	Common Stock, par value \$0.01 per share	135,000

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 CEO	

Signatures

/s/ Edward W. Stack 03/14/2016

**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 12,200,549 shares of Class B common stock (the "Class B Common Stock"), which is 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.

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(2) Represents the weighted average of multiple sales transactions ranging in price from \$44.95 to \$45.94. Mr. Stack agrees to 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.

(3) Represents the weighted average of multiple sales transactions ranging in price from \$45.95 to \$46.15. Mr. Stack agrees to 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.

(4) Represents the weighted average of multiple sales transactions ranging in price from \$45.66 to \$46.03. Mr. Stack agrees to 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.

(5) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust IV.

(6) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust V.

(7) Option vested 25% per year over a four year period, on the anniversary 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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