

STACK EDWARD W
Form 4
July 12, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)
07/10/2012

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

CORAOPOLIS, PA 15108

(City) (State) (Zip)

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

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 | Price | |
| Common Stock, par value \$.01 per share | 07/10/2012 | | M | | 16,500 (1) | A \$ 11.44 | 10,380,611 (2) D |
| Common Stock, par value \$.01 per share | 07/10/2012 | | S | | 16,500 (1) | D \$ 49.2718 (3) | 10,364,111 (2) D |
| Common Stock, par value \$.01 per share | 07/11/2012 | | M | | 25,600 (1) | A \$ 11.44 | 10,389,711 (2) D |

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| | | | | | | | | |
|---|------------|---|----------------------|---|-------------------------|--------------------------|---|-----------------|
| Common Stock, par value \$.01 per share | 07/11/2012 | S | <u>25,600</u> (1) | D | <u>\$ 49.019</u> (3) | <u>10,364,111</u> (2) | D | |
| Common Stock, par value \$.01 per share | | | | | | 1,404,062 | I | By trust (4) |
| Common Stock, par value \$.01 per share | | | | | | 1,970,436 | I | By trust (5) |
| Common Stock, par value \$.01 per share | | | | | | 2,204,461 | I | By trust (6) |
| Common Stock, par value \$.01 per share | | | | | | 2,366,248 | I | By trust (7) |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 11.44 | 07/10/2012 | | M | <u>16,500</u> (1) | 10/21/2007 10/21/2013 | Common Stock, par value \$.01 per share 16,500 |
| Stock Option | \$ 11.44 | 07/11/2012 | | M | <u>25,600</u> (1) | 10/21/2007 10/21/2013 | Common Stock, par 25,600 |

(Right to Buy)

value
\$.01 per
share

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

07/12/2012

__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).

Pursuant to a Memorandum of Understanding ("MOU") dated the 2nd day of March, 2009, Mr. Stack's former spouse is entitled to receive the economic benefit with respect to certain stock options exercisable for shares of common stock (the number of shares would be equitably adjusted for any stock split, recapitalization or similar event), which includes the right to request the exercise and/or sale of such

(1) stock options in accordance with the Company's applicable policies, Section 16(b) limitations and the terms of the MOU. Mr. Stack maintains voting power with respect to any such stock underlying these options when such option is exercised. One-half of the net after tax proceeds associated with the exercise and sale of shares underlying the vested stock option has been transferred in accordance with the terms of the MOU.

Amount includes 10,011,006 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.

(2)

Represents the weighted average of multiple sales transactions ranging in price from \$49.25-\$49.33 (with respect to the transaction on July 10th) and \$49.00-\$49.12 (with respect to the transaction on July 11th). The reporting person 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)

(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.

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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