

STACK EDWARD W
Form 4
March 21, 2019

FORM 4

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

OMB APPROVAL

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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)
03/19/2019

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

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 (A) or (D) Price					
Common Stock, par value \$0.01 per share	03/19/2019		A		8,457 (1)	A	\$ 0	6,156,369 (2) (3)	D	
Common Stock, par value \$0.01 per share								1,547,748	I	By grantor retained annuity trust (4)
Common Stock, par value \$0.01 per share								950,333	I	By grantor retained annuity trust (5)

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Common Stock, par value \$0.01 per share	1,737,833	I	By grantor retained annuity trust <u>(6)</u>
Common Stock, par value \$0.01 per share	2,199,834	I	By grantor retained annuity trust <u>(7)</u>
Common Stock, par value \$0.01 per share	3,685,899 <u>(3)</u>	I	By grantor retained annuity trust <u>(8)</u>

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

03/21/2019

__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) Represents shares earned with respect to a performance-based stock award granted on April 3, 2017. The issuer's compensation committee certified the attainment of the performance measures on March 19, 2019. These shares are subject to time-based vesting requirements.

(2) Amount includes 4,945,100 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.

(3) Amount reflects a shift from indirect to direct ownership of 1,770,100 shares of Class B Common Stock, which had been held by the Edward W. Stack Grantor Retained Annuity Trust IX and were transferred from the trust to Mr. Stack on February 26, 2019 to satisfy annual annuity payment obligations.

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

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

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

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

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

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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