

STACK EDWARD W

Form 4

May 22, 2012

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 *
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)
05/18/2012

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

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	(A) or (D)	Price
Common Stock, par value \$.01 per share	05/18/2012		M		7,200 ⁽¹⁾	A	\$ 11.44
					8,572,970 ⁽²⁾	D	
Common Stock, par value \$.01 per share	05/18/2012		S		7,200 ⁽¹⁾	D	\$ 46.25
					8,565,770 ⁽²⁾	D	
Common Stock, par value \$.01 per share	05/21/2012		M		492,800 ⁽¹⁾	A	\$ 11.44
					9,058,570 ⁽²⁾	D	

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Common Stock, par value \$.01 per share	05/21/2012	S	492,800 (1)	D	\$ 46.4445 (3)	8,565,770 (2)	D	
Common Stock, par value \$.01 per share						1,527,400	I	By trust (4) (5)
Common Stock, par value \$.01 per share						1,910,490	I	By trust (4) (6)
Common Stock, par value \$.01 per share						2,211,930	I	By trust (4) (7)
Common Stock, par value \$.01 per share						2,336,480	I	By trust (4) (8)
Common Stock, par value \$.01 per share						2,421,118	I	By trust (4) (9)

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 of Number of Shares
Stock Option (Right to Buy)	\$ 11.44	05/18/2012		M		7,200	<u>(1)</u>	10/21/2007	10/21/2013	Common Stock, par value \$.01 per	7,200

Stock								share
Option								Common
(Right to	\$ 11.44	05/21/2012		M	492,800	10/21/2007	10/21/2013	Stock, par
Buy)					<u>(1)</u>			value 492,800
								\$.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 05/22/2012

__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).

(1) 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 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 have been transferred in accordance with the terms of the MOU.

(2) Amount includes 8,212,665 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) Represents the weighted average of multiple sales transactions ranging in price from \$46.25-\$46.8225. 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.

(4) Represents shares of Class B Common Stock.

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

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

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

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

(9) 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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