

COLOMBO WILLIAM J
Form 4
August 20, 2012

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 *
COLOMBO WILLIAM J

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)
08/16/2012

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 08/16/2012 | | M | | 25,882 | A | \$ 12.63 |
| | | | | | 328,000 | | D |
| Common Stock, par value \$0.01 per share | 08/16/2012 | | S | | 25,882 | D | \$ 51.0125 (1) |
| | | | | | 302,118 | | D |
| Common Stock, par | 08/17/2012 | | M | | 48,318 | A | \$ 12.63 |
| | | | | | 350,436 | | D |

value
\$0.01 per
share

Common
Stock, par
value 08/17/2012
\$0.01 per
share

S 48,318 D \$ 51.004
(2) 302,118 D

Common
Stock, par
value
\$0.01 per
share

800 (3) I By
Children

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 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 Options (right to buy) | \$ 12.63 | 08/16/2012 | | M | 25,880 | 01/21/2008 01/21/2014 | Common Stock, par value \$0.01 per share 25,882 |
| Stock Options (right to buy) | \$ 12.63 | 08/17/2012 | | M | 48,318 | 01/21/2008 01/21/2014 | Common Stock, par value \$0.01 per share 48,318 |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director 10% Owner Officer Other

COLOMBO WILLIAM J
345 COURT STREET
CORAOPOLIS, PA 15108

X

Signatures

/s/ William J.
Colombo

08/20/2012

**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).
 - Represents the weighted average of multiple sale transactions ranging in price from \$51.005 to \$51.11. The reporting person agrees to
 - (1) provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or any security holder of the Company.
 - Represents the weighted average of multiple sale transactions ranging in price from \$51.00 to \$51.06. The reporting person agrees to
 - (2) provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or any security holder of the Company.
 - Shares are held by the reporting person on behalf of children. The reporting person disclaims beneficial ownership of those securities, and
 - (3) this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.