

STACK EDWARD W  
Form 4  
October 08, 2009

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
10/06/2009

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

300 INDUSTRY DRIVE, RIDC PARK WEST

(Street)

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

PITTSBURGH, PA 15275

(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 or Price			
Common Stock, par value \$.01 per share	10/06/2009		M		60,000 (1)	A	\$ 3 18,797,332 (2)	D
Common Stock, par value \$.01 per share	10/06/2009		S		60,000 (1)	D	\$ 23.1123 (3) 18,737,332 (2)	D
Common Stock, par value \$.01	10/07/2009		M		100,000 (1)	A	\$ 3 18,837,332 (2)	D

per share

Common  
Stock, par  
value \$.01 10/07/2009 S 100,000 (1) D \$ 23.378 (4) 18,737,332 (2) D

Common  
Stock, par  
value \$.01 per share 12,100 (5) I By  
Children

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

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**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 Number of Shares
Stock Option (Right to Buy)	\$ 3	10/06/2009		M	60,000	10/15/2006 10/15/2012	Common Stock, par value \$.01 per share 60,000
Stock Option (Right to Buy)	\$ 3	10/07/2009		M	100,000	10/15/2006 10/15/2012	Common Stock, par value \$.01 per share 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STACK EDWARD W 300 INDUSTRY DRIVE RIDC PARK WEST	X	X	Chairman and Chief Exec. Off.	

PITTSBURGH, PA 15275

## Signatures

/s/ Edward W.  
Stack

10/08/2009

\_\_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) The exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 2, 2009.  
  
Amount includes 18,621,308 shares of 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 \$23.00 to \$23.26. 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) Represents the weighted average of multiple sales transactions ranging in price from \$23.20 to \$23.53. 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) Shares are held by the reporting person on behalf of children. The reporting person disclaims beneficial ownership of these securities, and 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.
  - (5)

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.