

DICKS SPORTING GOODS INC
 Form 4
 March 01, 2016

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)
 02/26/2016

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01 per share	05/26/2015		G	V 990,907 D \$ 0 0		I	By grantor retained annuity trust ⁽¹⁾
Common Stock, par value \$0.01 per share	02/26/2016		M	300,000 ⁽²⁾ A \$ 18.95 13,080,741 ^{(3) (4)}		D	
Common Stock, par					1,689,561 ⁽⁵⁾	I	By grantor

value \$0.01 per share		retained annuity trust ⁽⁶⁾
Common Stock, par value \$0.01 per share	2,176,948 ⁽⁷⁾ I	By grantor retained annuity trust ⁽⁸⁾

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)	\$ 18.95	02/26/2016		M	300,000	03/01/2010 03/01/2016	Common Stock, par value \$0.01 per share 300,000

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 03/01/2016

 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) On May 26, 2010, Mr. Stack contributed shares of Class B Common Stock to the Edward W. Stack Grantor Retained Annuity Trust III for the benefit of himself and his children. Thereafter, shares have been transferred annually from the trust to Mr. Stack to satisfy annuity payment obligations, including 404,425 shares transferred from the trust to Mr. Stack on May 26, 2015 (as reflected herein), which shares are currently being reported as being directly owned by Mr. Stack. Upon termination of the Grantor Retained Annuity Trust III on May 26, 2015, the remaining 990,907 shares held by the trust were transferred to the Edward W. Stack Irrevocable Trust, in which Mr. Stack has neither a direct nor indirect beneficial ownership interest.

(2) Pursuant to a Memorandum of Understanding ("MOU") dated March 2, 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 option in accordance with applicable Dick's Sporting Goods, Inc. policies, Section 16(b) limitations and the terms of the MOU. Mr. Stack maintains voting power with respect to the shares underlying these options upon exercise. Upon any future sale of these shares, one-half of the net after tax proceeds associated such sale shall be transferred to Mr. Stack's former spouse in accordance with the terms of the MOU.

(3) Amount includes 12,200,549 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.

(4) Amount includes the shift from indirect to direct ownership of 751,325 shares of Class B Common Stock, which had been held by the Edward W. Stack Grantor Retained Annuity Trust III, Edward W. Stack Grantor Retained Annuity Trust IV, and Edward W. Stack Grantor Retained Annuity Trust V, referenced in footnotes 1, 5 and 7, which were transferred to Mr. Stack on May 26, 2015 to satisfy annuity payment obligations under those trusts.

(5) Amount reflects a shift from indirect to direct ownership of 232,100 shares of Class B Common Stock, which had been held by the Edward W. Stack Grantor Retained Annuity Trust IV, which were transferred from the trust to Mr. Stack on May 26, 2015 to satisfy annual annuity payment obligations, as discussed in Footnote 4 above.

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

(7) Amount reflects a shift from indirect to direct ownership of 114,800 shares of Class B Common Stock, which had been held by the Edward W. Stack Grantor Retained Annuity Trust V, which were transferred from the trust to Mr. Stack on May 26, 2015 to satisfy annual annuity payment obligations, as discussed in Footnote 4 above.

(8) 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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