

DICKS SPORTING GOODS INC
 Form 4
 March 14, 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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/10/2016

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

345 COURT STREET

(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

CORAOPOLIS, PA 15108

(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 \$0.01 per share | 03/10/2016 | | M | | 160,000 | A | \$ 13.82 |
| | | | | | | | 13,240,741 (1) |
| Common Stock, par value \$0.01 per share | 03/10/2016 | | S | | 139,152 | D | \$ 45.5146 (2) |
| | | | | | | | 13,101,589 (1) |
| Common Stock, par | 03/10/2016 | | S | | 20,848 | D | \$ 46.018 (3) |
| | | | | | | | 13,080,741 (1) |

| | | | | | | | | |
|--|------------|---|---------|---|----------------------|--------------------------|---|---|
| value \$0.01 per share | | | | | | | | |
| Common Stock, par value \$0.01 per share | 03/11/2016 | M | 135,000 | A | \$ 13.82 | <u>13,215,741</u> (1) | D | |
| Common Stock, par value \$0.01 per share | 03/11/2016 | S | 135,000 | D | \$ 45.8693 (4) | <u>13,080,741</u> (1) | D | |
| Common Stock, par value \$0.01 per share | 03/14/2016 | M | 50,000 | A | \$ 13.82 | <u>13,130,741</u> (1) | D | |
| Common Stock, par value \$0.01 per share | 03/14/2016 | M | 135,000 | A | \$ 13.82 | <u>13,265,741</u> (1) | D | |
| Common Stock, par value \$0.01 per share | | | | | | 1,689,561 | I | By grantor retained annuity trust (5) |
| Common Stock, par value \$0.01 per share | | | | | | 2,176,948 | I | By grantor retained annuity trust (6) |

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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|---|--|---|---|--------------------------------------|--|--|---|

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| Security | (Instr. 3, 4, and 5) | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|----------------------|------------|--|------|---|---------|-----|------------------|-----------------|--|----------------------------|
| | | | | | | | | | | | |
| Stock Option (Right to Buy) | \$ 13.82 | 03/10/2016 | | M | | 160,000 | | 03/18/2013 | 03/18/2016 | Common Stock, par value \$0.01 per share | 160,000 |
| Stock Option (Right to Buy) | \$ 13.82 | 03/11/2016 | | M | | 135,000 | | 03/18/2013 | 03/18/2016 | Common Stock, par value \$0.01 per share | 135,000 |
| Stock Option (Right to Buy) | \$ 13.82 | 03/14/2016 | | M | | 50,000 | | 03/18/2013 | 03/18/2016 | Common Stock, par value \$0.01 per share | 50,000 |
| Stock Option (Right to Buy) | \$ 13.82 | 03/14/2016 | | M | | 135,000 | | (7) | 03/18/2016 | Common Stock, par value \$0.01 per share | 135,000 |

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
03/14/2016

**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) 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.

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(2) Represents the weighted average of multiple sales transactions ranging in price from \$44.95 to \$45.94. Mr. Stack 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 \$45.95 to \$46.15. Mr. Stack 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 the weighted average of multiple sales transactions ranging in price from \$45.66 to \$46.03. Mr. Stack 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.

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

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

(7) Option vested 25% per year over a four year period, on the anniversary date of the grant.

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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