

DICKS SPORTING GOODS INC
Form 4
March 14, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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)
345 COURT STREET
(Street)

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

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 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)

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

03/11/2016 M 135,000 A \$ 13.82 13,215,741⁽¹⁾ D

Common
Stock, par
value
\$0.01 per
share

03/11/2016 S 135,000 D \$ 45.8693⁽⁴⁾ 13,080,741⁽¹⁾ D

Common
Stock, par
value
\$0.01 per
share

03/14/2016 M 50,000 A \$ 13.82 13,130,741⁽¹⁾ D

Common
Stock, par
value
\$0.01 per
share

03/14/2016 M 135,000 A \$ 13.82 13,265,741⁽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.

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	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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