STACK EDWARD W
Form 4
April 05, 2012

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
STACK EDWARD W

(Last) (First) (Middle)

345 COURT STREET

(Street)

CORAOPOLIS, PA 15108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DICKS SPORTING GOODS INC [DKS]

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and Chief Exec. Off.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 $01 per share | 04/03/2012 | | A | | 108,025 (1) | A | $ 0 | 8,565,770 (2) | D | |
| Common Stock, par value $01 per share | | | | | | | | 1,527,400 | I | By trust (3) (4) |
| Common Stock, par value $01 per share | | | | | | | | 1,910,490 | I | By trust (3) (5) |

| | | | |
|---|---|---|---|
| Common Stock, par value $01 per share | 2,211,930 | I | By trust (3) (6) |
| Common Stock, par value $01 per share | 2,336,480 | I | By trust (3) (7) |
| Common Stock, par value $01 per share | 2,421,118 | I | By trust (3) (8) |

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

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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 Option (Right to Buy) | $ 48.6 | 04/03/2012 | | M | | 112,164 | | (9) | 04/03/2019 | Common Stock, par value $.01 per share | 112,164 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| STACK EDWARD W<br>345 COURT STREET<br>CORAOPOLIS, PA 15108 | X | X | Chairman and Chief Exec. Off. | |

# Signatures

| /s/ Edward W. Stack | 04/05/2012 |
|---|---|
| **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).

**(1)** Shares of restricted stock, subject to vesting.

**(2)** Amount includes 8,212,665 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.

**(3)** Represents shares of Class B Common Stock.

**(4)** These shares are held by the Edward W. Stack Grantor Retained Annuity Trust I.

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

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

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

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

**(9)** Option vests 25% per year over a four year period, on the anniversary of the date of 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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