

DICKS SPORTING GOODS INC
Form 4
May 29, 2008

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)
05/27/2008

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

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 (D) or Price (A)		
Common Stock, par value \$.01 per share	05/27/2008		P		4,400 A \$ 21.99	22,753,754 (1)	D
Common Stock, par value \$.01 per share	05/27/2008		P		800 A \$ 21.9875	22,754,554	D
Common Stock, par value \$.01 per share	05/27/2008		P		1,400 A \$ 21.9775	22,755,954	D

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per share							
Common Stock, par value \$.01 per share	05/27/2008	P	2,600	A	\$ 21.97	22,758,554	D
Common Stock, par value \$.01 per share	05/27/2008	P	900	A	\$ 21.9675	22,759,454	D
Common Stock, par value \$.01 per share	05/27/2008	P	1,200	A	\$ 21.96	22,760,654	D
Common Stock, par value \$.01 per share	05/27/2008	P	455	A	\$ 21.95	22,761,109	D
Common Stock, par value \$.01 per share	05/27/2008	P	2,000	A	\$ 21.94	22,763,109	D
Common Stock, par value \$.01 per share	05/27/2008	P	3,700	A	\$ 21.93	22,766,809	D
Common Stock, par value \$.01 per share	05/27/2008	P	8,100	A	\$ 21.92	22,774,909	D
Common Stock, par value \$.01 per share	05/27/2008	P	5,445	A	\$ 21.91	22,780,354	D
Common Stock, par value \$.01 per share	05/27/2008	P	800	A	\$ 21.9009	22,781,154	D
Common Stock, par value \$.01 per share	05/27/2008	P	3,600	A	\$ 21.9	22,784,754	D
Common Stock, par value \$.01 per share	05/27/2008	P	2,500	A	\$ 21.89	22,787,254	D

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Common Stock, par value \$.01 per share	05/27/2008	P	2,900	A	\$ 21.87	22,790,154	D	
Common Stock, par value \$.01 per share	05/27/2008	P	1,100	A	\$ 21.8652	22,791,254	D	
Common Stock, par value \$.01 per share	05/27/2008	P	1,900	A	\$ 21.86	22,793,154	D	
Common Stock, par value \$.01 per share	05/27/2008	P	100	A	\$ 21.8566	22,793,254	D	
Common Stock, par value \$.01 per share	05/27/2008	P	1,600	A	\$ 21.85	22,794,854	D	
Common Stock, par value \$.01 per share	05/27/2008	P	500	A	\$ 21.84	22,795,354	D	
Common Stock, par value \$.01 per share						12,100	I	by minor children ⁽²⁾
Common Stock, par value \$.01 per share						400,000	I	by voting proxy ⁽³⁾

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

Repor
 Trans
 (Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STACK EDWARD W 300 INDUSTRY DRIVE RIDC PARK WEST PITTSBURGH, PA 15275	X	X	Chairman, CEO and President	

Signatures

/s/ Edward W.
Stack 05/29/2008

**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) Includes 22,725,380 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) Shares are held by the reporting person on behalf of minor children. The reporting person disclaims beneficial ownership of those 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.
 - (3) Shares are Class B common stock and are subject to an irrevocable proxy giving the reporting person the right to vote the shares. The reporting person disclaims beneficial ownership of those 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 purposes.

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.