

STACK EDWARD W
Form 4
December 03, 2010

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)
12/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and Chief Exec. Off.

CORAOPOLIS, PA 15108

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

(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 Ownership (Instr. 4)
Common Stock, par value \$.01 per share				(A) or (D) Price	6,169,158 ⁽¹⁾	D	
Common Stock, par value \$.01 per share				(A) or (D) Price	10,940	I	By children ⁽²⁾
Common Stock, par value \$.01 per share				(A) or (D) Price	2,525,000	I	By trust ⁽³⁾ ⁽⁴⁾

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Common Stock, par value \$.01 per share	2,525,000	I	By trust ⁽³⁾ <u>(5)</u>
Common Stock, par value \$.01 per share	2,525,000	I	By trust ⁽³⁾ <u>(6)</u>
Common Stock, par value \$.01 per share	2,525,000	I	By trust ⁽³⁾ <u>(7)</u>
Common Stock, par value \$.01 per share	2,521,808	I	By trust ⁽³⁾ <u>(8)</u>

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 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)	8. Amount or Number of Shares
Creation of obligation to sell ⁽⁹⁾	\$ 25.7	12/01/2010		J	1	12/01/2010 12/02/2012	Common Stock, par value \$.01 per share	100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

STACK EDWARD W
345 COURT STREET
CORAOPOLIS, PA 15108

X X Chairman and Chief Exec. Off.

Signatures

/s/ Edward W. Stack 12/03/2010

**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 6,000,000 shares of Class B common stock, which are 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 children. The reporting person disclaims beneficial ownership of these 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) Represents shares of Class B common stock, which are 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) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust I.
(5) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust II.
(6) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust II.
(7) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust IV.
(8) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust V.
(9) The establishment of an obligation of the reporting person to sell to the reporting person's brother 100,000 shares of Common Stock at a fixed price pursuant to rights his brother has under a 12/4/07 letter agreement between the reporting person and his brother. The obligation to sell (and the price) was fixed on 12/01/10 and disposed of the same day as cancellation of the rights as to these 100,000 shares by a payment of cash by the reporting person to his brother and with no value being received by the reporting person for the cancellation.

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.