

STACK EDWARD W
Form 4
October 08, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2009

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

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 Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount or Price | | | |
| Common Stock, par value \$.01 per share | 10/06/2009 | | M | | 60,000 (1) | A | \$ 3 18,797,332 (2) | D |
| Common Stock, par value \$.01 per share | 10/06/2009 | | S | | 60,000 (1) | D | \$ 23.1123 (3) 18,737,332 (2) | D |
| Common Stock, par value \$.01 | 10/07/2009 | | M | | 100,000 (1) | A | \$ 3 18,837,332 (2) | D |

per share

Common
Stock, par
value \$.01
10/07/2009
S 100,000
(1) D \$ 23.378
(4) 18,737,332
(2) D

Common
Stock, par
value \$.01
per share
12,100 (5) I By
Children

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option (Right to Buy) | \$ 3 | 10/06/2009 | | M | 60,000 | 10/15/2006 10/15/2012 | Common Stock, par value \$.01 per share 60,000 |
| Stock Option (Right to Buy) | \$ 3 | 10/07/2009 | | M | 100,000 | 10/15/2006 10/15/2012 | Common Stock, par value \$.01 per share 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STACK EDWARD W 300 INDUSTRY DRIVE RIDC PARK WEST | X | X | Chairman and Chief Exec. Off. | |

PITTSBURGH, PA 15275

Signatures

/s/ Edward W.
Stack

10/08/2009

__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) The exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 2, 2009.

Amount includes 18,621,308 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) Represents the weighted average of multiple sales transactions ranging in price from \$23.00 to \$23.26. The reporting person 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 \$23.20 to \$23.53. The reporting person 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) 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.
- (5)

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.