

DICKS SPORTING GOODS INC

Form 4

April 06, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oliver Joseph

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)
04/02/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Chief Accounting Officer

CORAOPOLIS, PA 15108

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	04/02/2015		M		9,000	A	\$ 21.25	73,427	D
Common Stock, par value \$0.01 per share	04/02/2015		S		9,000	D	\$ 58.19 ⁽¹⁾	64,427	D
Common Stock, par value \$0.01 per share	04/02/2015		M		4,489	A	\$ 13.82	68,916	D

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Common Stock, par value \$0.01 per share	04/02/2015	S	4,489	D	\$ 58.19 (1)	64,427	D
Common Stock, par value \$0.01 per share	04/03/2015	F	688	D	\$ 58.48	63,739	D
Common Stock, par value \$0.01 per share	04/03/2015	A	3,129 (2)	A	\$ 0	66,868	D

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

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(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 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)	\$ 21.25	04/02/2015		M		9,000		12/02/2013	12/02/2016	Common Stock, par value \$0.01 per share	9,000
Stock Option (Right to Buy)	\$ 13.82	04/02/2015		M		4,489		03/18/2013	03/18/2016	Common Stock, par value \$0.01 per share	4,489
Stock Option (Right to Buy)	\$ 58.48	04/03/2015		A		17,506		<u>(3)</u>	04/03/2022	Common Stock, par value \$0.01 per share	17,506

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Oliver Joseph 345 COURT STREET CORAOPOLIS, PA 15108	SVP, Chief Accounting Officer

Signatures

/s/ Joseph R.
Oliver

04/06/2015

__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).
- Represents the weighted average of multiple sale transactions ranging in price from \$58.18 to \$58.27. The reporting person agrees to
- (1) provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or any security holder of the Company.
 - (2) Shares of time-based restricted stock, subject to vesting.
 - (3) Option for 17,506 shares granted on April 3, 2015 vests 25% per year on the first, second, third and fourth anniversaries of the grant date.

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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