

DICKS SPORTING GOODS INC
 Form 4
 March 15, 2017

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)
 03/13/2017

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/13/2017		M		58,576	A	\$ 26.03
							3,770,771 ⁽¹⁾ ₍₂₎
Common Stock, par value \$0.01 per share	03/13/2017		M		31,968	A	\$ 28.23
							3,802,739 ⁽¹⁾ ₍₂₎
Common Stock, par	03/13/2017		S		89,744	D	\$ 48.2954
							3,712,995 ⁽¹⁾ ₍₂₎

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value					(4)		
\$0.01 per share							
Common Stock, par value	03/13/2017	S	800	D	\$ 49.0306	3,712,195 (1)	D
\$0.01 per share					(5)	(2)	
Common Stock, par value	03/14/2017	M	40,524	A	\$ 26.03	3,752,719 (1)	D
\$0.01 per share						(2)	
Common Stock, par value	03/14/2017	M	202,276	A	\$ 28.23	3,954,995 (1)	D
\$0.01 per share						(2)	
Common Stock, par value	03/14/2017	S	242,800	D	\$ 47.1587	3,712,195 (1)	D
\$0.01 per share			(6)		(7)	(2)	
Common Stock, par value						1,439,311 (2)	I
\$0.01 per share							By grantor retained annuity trust (8)
Common Stock, par value						2,058,748 (2)	I
\$0.01 per share							By grantor retained annuity trust (9)
Common Stock, par value						3,333,333 (2)	I
\$0.01 per share							By grantor retained annuity trust (10)
Common Stock, par value						3,333,333 (2)	I
\$0.01 per share							By grantor retained annuity trust (11)
Common Stock, par value						3,333,334 (2)	I
							By grantor retained

\$0.01 per share

annuity trust ⁽¹²⁾

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 (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 Shares
Employee Stock Option (right to buy)	\$ 26.03	03/13/2017		M	58,576	⁽¹³⁾ 03/16/2017	Common Stock, par value \$0.01 per share 58,576
Employee Stock Option (right to buy)	\$ 28.23	03/13/2017		M	31,968	⁽¹³⁾ 03/21/2017	Common Stock, par value \$0.01 per share 31,968
Employee Stock Option (right to buy)	\$ 26.03	03/14/2017		M	40,524	⁽¹³⁾ 03/16/2017	Common Stock, par value \$0.01 per share 40,524
Employee Stock Option (right to buy)	\$ 28.23	03/14/2017		M	202,276	⁽¹³⁾ 03/21/2017	Common Stock, par value \$0.01 per share 202,276

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

STACK EDWARD W
345 COURT STREET
CORAOPOLIS, PA 15108

X X Chairman and CEO

Signatures

/s/ Edward W.
Stack

03/15/2017

**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 2,568,999 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.
- (2) Amount reflects a shift from (i) indirect to direct ownership of 250,250 shares of Class B Common Stock, which had been held by the Edward W. Stack Grantor Retained Annuity Trust IV, and 118,200 shares of Class B Common Stock, which had been held by the Edward W. Stack Grantor Retained Annuity Trust V, which were transferred from the trusts to Mr. Stack on August 30, 2016 to satisfy annual annuity payment obligations, as discussed in other footnotes herein, and (ii) direct to indirect ownership of 10,000,000 shares of Class B Common Stock, which had been held directly by Edward W. Stack and which were transferred into the Edward W. Stack Grantor Retained Annuity Trust VI, Edward W. Stack Grantor Retained Annuity Trust VII and Edward W. Stack Grantor Retained Annuity Trust VIII as reflected on this filing.
- (3) Pursuant to a Memorandum of Understanding ("MOU") dated March 2, 2009, Mr. Stack's former spouse is entitled to receive the economic benefit with respect to certain stock options exercisable for shares of common stock (the number of shares would be equitably adjusted for any stock split, recapitalization or similar event), which includes the right to request the exercise and/or sale of such stock option in accordance with applicable Dick's Sporting Goods, Inc. policies, Section 16(b) limitations and the terms of the MOU. Mr. Stack maintains voting power with respect to the shares underlying these options upon exercise. The net after tax proceeds associated the sale of 31,968 shares shall be transferred to Mr. Stack's former spouse in accordance with the terms of the MOU.
- (4) Represents the weighted average of multiple sales transactions ranging in price from \$48.00 to 48.66. Mr. Stack 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.
- (5) Represents the weighted average of multiple sales transactions ranging in price from \$49.00 to 49.08. Mr. Stack 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.
- (6) Pursuant to the MOU referenced above, the net after tax proceeds associated with the sale of 85,200 of these shares shall be transferred to Mr. Stack's former spouse in accordance with the terms of the MOU.
- (7) Represents the weighted average of multiple sales transactions ranging in price from \$46.90 to 47.52. Mr. Stack 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.
- (8) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust IV.
- (9) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust V.
- (10) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VI.
- (11) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VII.
- (12) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VIII.
- (13) Stock option vested 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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