

DICKS SPORTING GOODS INC  
Form 4  
March 20, 2017

**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)  
03/16/2017

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

345 COURT STREET

(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

CORAOPOLIS, PA 15108

(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  | (A) or (D)   | Price  |
| Common Stock, par value \$0.01 per share | 03/16/2017                           |  | M                              |   | 35,900  | A  | \$ 26.03   |
| Common Stock, par value \$0.01 per share | 03/16/2017                           |  | M                              |   | 65,756  | A  | \$ 28.23   |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   | 1,439,311   | I  |  |
|  |                                      |  |                                |   |   |  | By grantor retained annuity trust <sup>(2)</sup> |

Edgar Filing: DICKS SPORTING GOODS INC - Form 4

|  |           |   |  |
|--|-----------|---|--|
| Common Stock, par value \$0.01 per share | 2,058,748 | I | By grantor retained annuity trust <sup>(3)</sup> |
| Common Stock, par value \$0.01 per share | 3,333,333 | I | By grantor retained annuity trust <sup>(4)</sup> |
| Common Stock, par value \$0.01 per share | 3,333,333 | I | By grantor retained annuity trust <sup>(5)</sup> |
| Common Stock, par value \$0.01 per share | 3,333,334 | I | By grantor retained annuity trust <sup>(6)</sup> |

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 or Number of Shares                              |
| Employee Stock Option (right to buy)       | \$ 26.03   | 03/16/2017                           |  | M                              | 35,900  | <sup>(7)</sup> 03/16/2017                                | Common Stock, par value \$0.01 per share 35,900               |
| Employee Stock Option (right to buy)       | \$ 28.23   | 03/16/2017                           |  | M                              | 65,756  | <sup>(7)</sup> 03/21/2017                                | Common Stock, par value \$0.01 per share 65,756               |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| STACK EDWARD W<br>345 COURT STREET<br>CORAOPOLIS, PA 15108 | X             | X         | Chairman and CEO |       |

## Signatures

/s/ Edward W.  
Stack 03/20/2017

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).  
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
  - (1) 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) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust IV.
  - (3) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust V.
  - (4) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VI.
  - (5) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VII.
  - (6) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VIII.
  - (7) 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. 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.