

STACK EDWARD W  
Form 4  
January 04, 2011

**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)  
12/30/2010

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

CORAOPOLIS, PA 15108

(City) (State) (Zip)

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

**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)
Common Stock, par value \$.01 per share	12/27/2010		G	1,725 (2)	D \$ 0 6,167,433 (1) (9)	D	
Common Stock, par value \$.01 per share					2,525,000 (2)	I	By trust (3)
Common Stock, par value \$.01 per share					2,525,000 (2)	I	By trust (4)

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

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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Creation of obligation to sell <sup>(8)</sup>	\$ 28.2225	12/30/2010		J	1	12/30/2010	12/02/2012	Common Stock, par value \$.01 per share	250,000

## 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 Chief Exec. Off.	

## Signatures

/s/ Edward W.  
Stack

01/04/2011

\_\_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 5,998,275 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) 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.

(3) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust I.

(4) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust II.

(5) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust II.

(6) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust IV.

(7) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust V.

(8) By letter agreement dated December 4, 2007 between the reporting person and his brother, until December 2, 2012, the reporting person is obligated to sell to his brother upon request shares of Common Stock in an amount and at a price fixed at the time of a request, up to a maximum of 759,800 shares. The establishment of the reporting person's obligation to sell to his brother 250,000 shares of Common Stock at a fixed price pursuant to the letter agreement was fixed on December 30, 2010 and settled the same day by a cash payment by the reporting person to his brother. As a result, the right of the reporting person's brother to such 250,000 shares was cancelled with no value being received by the reporting person for the cancellation and no shares being sold by the reporting person. The reporting person remains obligated to sell up to 409,800 shares to his brother under the letter agreement.

(9) The reporting person no longer has a reportable beneficial interest in 10,940 shares of Common Stock, which are held by a custodian on behalf of his minor children and were included as being indirectly beneficially owned by the reporting person in his prior ownership reports.

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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