

STACK EDWARD W
Form 5
March 09, 2018

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
02/03/2018

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 Reporting

(check applicable line)

CORAOPOLIS, PA 15108

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount Price		
Common Stock, par value \$0.01 per share	05/26/2017	Â	G	1,000,311 D	\$ 0 0	I	By grantor retained annuity trust ⁽¹⁾
Common Stock, par value \$0.01 per share	12/18/2017	Â	G	1,191 D	\$ 0 1,336,654 ⁽²⁾	D	Â

share

Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	1,837,748 (2)	I	By grantor retained annuity trust (3)
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	2,295,333 (2)	I	By grantor retained annuity trust (4)
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	2,637,833 (2)	I	By grantor retained annuity trust (5)
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	2,839,834 (2)	I	By grantor retained annuity trust (6)
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	5,455,999 (2)	I	By grantor retained annuity trust (7)

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. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 03/09/2018

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).

On May 26, 2010, Mr. Stack contributed shares of Class B Common Stock to the Edward W. Stack Grantor Retained Annuity Trust IV for the benefit of himself and his children. Thereafter, shares have been transferred annually from the trust to Mr. Stack to satisfy annuity payment obligations, including 439,000 shares transferred from the trust to Mr. Stack on May 26, 2017 (as reflected herein). Upon termination of the Grantor Retained Annuity Trust IV on May 26, 2017, the remaining 1,000,311 shares held by the trust were gifted to the Edward W. Stack Irrevocable Trust, in which Mr. Stack has neither a direct nor indirect beneficial ownership interest.

Amount reflects shifts from indirect to direct ownership of the following shares of Class B Common Stock from the indicated Edward W. Stack Grantor Retained Annuity Trust to Mr. Stack directly to satisfy annual annuity payment obligations (i) on May 26, 2017, 439,000 shares from the Edward W. Stack Grantor Retained Annuity Trust IV and 221,000 shares from the Edward W. Stack Grantor Retained Annuity Trust V, and (ii) on June 19, 2017, 1,038,000 shares from the Edward W. Stack Grantor Retained Annuity Trust VI, 695,500 shares from the Edward W. Stack Grantor Retained Annuity Trust VII, and 493,500 shares from the Edward W. Stack Grantor Retained Annuity Trust VIII. Amount also reflects a subsequent shift from direct to indirect ownership of 5,455,999 shares of Class B Common Stock from Edward W. Stack into the Edward W. Stack Grantor Retained Annuity Trust IX on November 22, 2017, as reflected in this filing.

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

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.