STACK EDWARD W
Form 4
September 11, 2012

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 *
STACK EDWARD W

(Last) (First) (Middle)

345 COURT STREET

(Street)

CORAOPOLIS, PA 15108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DICKS SPORTING GOODS INC [DKS]

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01 per share	09/07/2012		M		130,398 (1)	A	$ 11.44	10,494,509 (2)	D	
Common Stock, par value $.01 per share	09/07/2012		S		130,398 (1)	D	$ 51.7232 (3)	10,364,111 (2)	D	
Common Stock, par value $.01 per share	09/10/2012		M		257,836 (1)	A	$ 11.44	1,294,247 (2)	D	

Common Stock, par value $.01 per share	09/10/2012		S		257,836 (1)	D	$ 51.5703 (3)	10,364,111 (2)	D	
Common Stock, par value $.01 per share								1,404,062	I	By trust (4)
Common Stock, par value $.01 per share								1,970,436	I	By trust (5)
Common Stock, par value $.01 per share								2,204,461	I	By trust (6)
Common Stock, par value $.01 per share								2,366,248	I	By trust (7)

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 or Number of Shares
Stock Option (Right to Buy)	$ 11.44	09/07/2012		M			130,398 (1)	10/21/2007	10/21/2013	Common Stock, par value $.01 per share	130,398
Stock Option (Right to	$ 11.44	09/10/2012		M			257,836 (1)	10/21/2007	10/21/2013	Common Stock, par value	257,836

Buy)	$.01 per share

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	09/11/2012
**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) Pursuant to a Memorandum of Understanding ("MOU") dated the 2nd day of March, 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 options in accordance with the Company's applicable policies, Section 16(b) limitations and the terms of the MOU. Mr. Stack maintains voting power with respect to any such stock underlying these options when such option is exercised. One-half of the net after tax proceeds associated with the exercise and sale of shares underlying the vested stock option has been transferred in accordance with the terms of the MOU.

(2) Amount includes 10,011,006 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.

(3) Represents the weighted average of multiple sales transactions ranging in price from $51.50 - $51.965 (with respect to the September 7th transaction) and $51.37 - $51.71 (with respect to the September 10th transaction). The reporting person 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.

(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 III.

(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.

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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