

STACK EDWARD W
Form 4
December 14, 2010

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)
12/10/2010

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

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 \$.01 per share	12/10/2010		M		517,500 (10)	A	\$ 3
Common Stock, par value \$.01 per share	12/10/2010		S		517,500 (10)	D	\$ 35.8304 (9)
Common Stock, par value \$.01 per share						I	10,940

By children
(2)

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Common Stock, par value \$.01 per share	2,525,000	I	By trust <u>(3)</u> <u>(4)</u>
Common Stock, par value \$.01 per share	2,525,000	I	By trust <u>(3)</u> <u>(5)</u>
Common Stock, par value \$.01 per share	2,525,000	I	By trust <u>(3)</u> <u>(6)</u>
Common Stock, par value \$.01 per share	2,525,000	I	By trust <u>(3)</u> <u>(7)</u>
Common Stock, par value \$.01 per share	2,521,808	I	By trust <u>(3)</u> <u>(8)</u>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option (Right to Buy)	\$ 3	12/10/2010		M	517,500 <u>(10)</u>	10/15/2006 10/15/2012	Common Stock, par value \$.01 per share 517,500

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 12/14/2010

__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 6,000,000 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) Shares are held by the reporting person on behalf of children. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (3) 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.
 - (4) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust I.
 - (5) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust II.
 - (6) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust II.
 - (7) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust IV.
 - (8) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust V.
 - (9) Represents the weighted average of multiple sales transactions ranging in price from \$35.80 - \$36.05. 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.
 - (10) 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 stock options exercisable for 3,350,000 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. This transaction reflects the exercise and sale of shares underlying a vested stock option and transfer of the net after tax proceeds thereof in accordance with the terms of the MOU.

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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