

STACK EDWARD W
Form 4
March 20, 2009

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)
300 INDUSTRY DRIVE, RIDC
PARK WEST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2009

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

PITTSBURGH, PA 15275

(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 Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|---|
| | | | Code | V | Amount (D) Price | | | | |
| Common Stock, par value \$.01 per share | 03/18/2009 | | A | | 35,550 (1) | A | \$ 0 | 18,890,904 (2) (3) | D |
| Common Stock, par value \$.01 per share | | | | | | | | 12,100 (4) | D |

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 or Number of Shares |
| Stock Option (Right to Buy) | \$ 13.82 | 03/18/2009 | | A | 135,000 | <u>(5)</u> 03/18/2016 | common stock, par value \$.01 per share 135,000 |
| Stock Option (Right to Buy) | \$ 13.82 | 03/18/2009 | | A | 345,000 | <u>(6)</u> 03/18/2016 | common stock, par value \$.01 per share 345,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STACK EDWARD W 300 INDUSTRY DRIVE RIDC PARK WEST PITTSBURGH, PA 15275 | X | X | Chairman and CEO | |

Signatures

/s/ Edward W. Stack 03/20/2009

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) Grant of restricted stock, subject to vesting.

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- Includes 18,725,380 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. Pursuant to a Domestic Relations Order entered into on March 2, 2009 ("DRO"), the reporting person shares pecuniary interest with respect to 14,725,000 shares of Class B common stock with his former spouse, and maintains full voting and dispositive power over the shares.
- (2)
 - (3) The reporting person no longer reports as beneficially owned 4,000,000 shares of Class B common stock transferred by the reporting person to his former spouse pursuant to the DRO, although the reporting person maintains voting rights with respect to these shares.
Shares are held by the reporting person on behalf of children. The reporting person disclaims beneficial ownership of those securities, and
 - (4) 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.
 - (5) Option vests 25% per year over a four year period, on the anniversary of the date of grant.
 - (6) Option vests in its entirety on fourth anniversary of the date of grant.

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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