

STACK EDWARD W
Form 4
September 11, 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)

PITTSBURGH, PA 15275

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01 per share	09/09/2009		M		50,000 ⁽¹⁾ A \$ 3 18,787,332 ⁽²⁾	D	
Common Stock, par value \$.01 per share	09/09/2009		S		50,000 ⁽¹⁾ D \$ 22.4009 ⁽⁴⁾ 18,737,332 ⁽²⁾	D	
Common Stock, par value \$.01					12,100 ⁽³⁾	I	by children

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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.

- (2) Includes 18,621,808 shares of 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) Shares are held by the reporting person on behalf of children. The reporting person disclaims beneficial ownership of those 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.
- (4) Represents the weighted average of multiple sales transactions ranging in price from \$22.40 to \$22.41. The reporting person agrees to provide full information regarding the number of shares sold at each separate price upon request by the SEC Commission staff, the Company or a security holder of the Company.

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