

Sutter Kathryn
Form 4
August 20, 2012

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 *
Sutter Kathryn

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)
08/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Human Resources

CORAOPOLIS, PA 15108

(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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 per share | 08/16/2012 | | M | | 15,000 | A | \$ 27.87 |
| | | | | | 55,196 | | |
| | | | | | | D | |
| Common Stock, par value \$0.01 per share | 08/16/2012 | | M | | 11,250 | A | \$ 26.03 |
| | | | | | 66,446 | | |
| | | | | | | D | |
| Common Stock, par | 08/16/2012 | | M | | 60,000 | A | \$ 28.23 |
| | | | | | 126,446 | | |
| | | | | | | D | |

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/16/2012 S 86,250 D 50.7798 40,196 D
(1)

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) | \$ 27.87 | 08/16/2012 | | M | 15,000 | 03/27/2012 03/27/2015 | Common stock, par value \$0.01 per share 15,000 |
| Stock option (right to buy) | \$ 26.03 | 08/16/2012 | | M | 11,250 | 03/16/2012 ⁽²⁾ 03/16/2017 | Common stock, par value \$0.01 per share 11,250 |
| Stock option (right to buy) | \$ 28.23 | 08/16/2012 | | M | 60,000 | 03/21/2011 03/21/2017 | Common stock, par value \$0.01 per share 60,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

Sutter Kathryn
345 COURT STREET
CORAOPOLIS, PA 15108

SVP - Human Resources

Signatures

/s/ Kathryn

Sutter

08/20/2012

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).
Represents the weighted average of multiple sales transactions ranging in price from \$50.72 to \$50.86. The reporting person agrees to
- (1) 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.
 - (2) Total option grant exercisable for 22,500 shares vests in four equal installments on 3/16/2011, 3/16/2012, 3/16/2013 and 3/16/2014.

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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