

DICKS SPORTING GOODS INC
 Form 4
 August 25, 2016

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 *
 Willoughby Michele

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)
 08/23/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, ECom and Supply Chain

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 08/23/2016 | | M | | 15,794 A \$ 40 | 98,923 | D |
| Common Stock, par value \$0.01 per share | 08/23/2016 | | S | | 15,794 D \$ 58.857 (1) | 83,129 | D |
| Common Stock, par | 08/24/2016 | | M | | 7,644 A \$ 46.29 | 90,773 | D |

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value
\$0.01 per
share

Common
Stock, par
value 08/24/2016
\$0.01 per
share

S 7,644 D \$ 58.824 83,129 D
(2)

Common
Stock, par
value 08/25/2016
\$0.01 per
share

M 3,800 A \$ 46.29 86,929 D

Common
Stock, par
value 08/25/2016
\$0.01 per
share

M 9,499 A \$ 46.97 96,428 D

Common
Stock, par
value 08/25/2016
\$0.01 per
share

S 13,299 D \$ 58.674 83,129 D
(3)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 40 | 08/23/2016 | | M | 15,794 | (4) 03/15/2018 | Common Stock, par value \$0.01 per | 15,794 |

| | | | | | | | | share |
|-----------------------------|----------|------------|---|-------|------------|------------|--|-------|
| Stock Option (Right to Buy) | \$ 46.29 | 08/24/2016 | M | 7,644 | <u>(5)</u> | 04/03/2020 | Common Stock, par value \$0.01 per share | 7,644 |
| Stock Option (Right to Buy) | \$ 46.29 | 08/25/2016 | M | 3,800 | <u>(6)</u> | 04/03/2020 | Common Stock, par value \$0.01 per share | 3,800 |
| Stock Option (Right to Buy) | \$ 46.97 | 08/25/2016 | M | 9,499 | <u>(7)</u> | 09/03/2020 | Common Stock, par value \$0.01 per share | 9,499 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Willoughby Michele 345 COURT STREET CORAOPOLIS, PA 15108 | | | EVP, ECom and Supply Chain | |

Signatures

/s/ Michele
Willoughby 08/25/2016

__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) Represents the weighted average of multiple sale transactions ranging in price from \$58.75 to \$58.98. 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 any security holder of the Company.
 - (2) Represents the weighted average of multiple sale transactions ranging in price from \$58.75 to \$58.94. 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 any security holder of the Company.
 - (3) Represents the weighted average of multiple sale transactions ranging in price from \$58.50 to \$58.85. 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 any security holder of the Company.
 - (4) Options granted on March 15, 2011 and vested 25% per year over four years. 100% of the option is exercisable as of March 15, 2015.
 - (5) Option vests 25% per year on the anniversary of the date of the grant over a four-year period. 75% of the option is vested as of April 3, 2016.

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- (6) Option vests 25% per year on the anniversary of the date of the grant over a four-year period. 75% of the option is vested as of April 3, 2016.
- (7) Option vests 25% per year on the anniversary date of the grant date over a four-year period. 50% of the option is vested as of April 3, 2016.

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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