

DICKS SPORTING GOODS INC

Form 4

April 07, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)

CORAOPOLIS, PA 15108

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/03/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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

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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 04/03/2015                              |                                                             | A                                    | 89,774<br>(1)                                                       | A \$ 0 12,074,862<br>(2)                                                                                           | D                                                                    |                                                                   |
| Common<br>Stock, par<br>value \$0.01<br>per share | 04/03/2015                              |                                                             | F                                    | 45,446 D \$<br>58.48                                                | 12,029,416<br>(2)                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock, par<br>value \$0.01<br>per share |                                         |                                                             |                                      |                                                                     | 1,395,332                                                                                                          | I                                                                    | By Trust<br>(3)                                                   |

|                                                   |           |   |                 |
|---------------------------------------------------|-----------|---|-----------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 1,921,661 | I | By Trust<br>(4) |
| Common<br>Stock, par<br>value \$0.01<br>per share | 2,291,748 | I | By Trust<br>(5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 58.48                                                           | 04/03/2015                              |                                                             | A                                    | 97,234                                                                                                       | (6) 04/03/2022                                                 | Common<br>Stock, par<br>value \$0.01 per<br>share                   | 97,234                                 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                               |       |
|------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                       | Other |
| STACK EDWARD W<br>345 COURT STREET<br>CORAOPOLIS, PA 15108 | X             | X         | Chairman and Chief Exec. Off. |       |

## Signatures

/s/ Edward W.  
Stack 04/07/2015

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) Shares of time-based restricted stock, subject to vesting.

Amount includes 11,449,224 shares of Class B common stock (the "Class B Common Stock"), which is not registered under the Securities Act of 1934, as amended. Holders of Class B Common Stock have identical rights to holders of common stock, except that

(2) 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) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust III.

(4) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust IV.

(5) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust V.

(6) Stock option vests 25% per year on the first, second, third and fourth anniversaries of the grant date.

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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