

STACK EDWARD W
Form 5
February 14, 2019

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
02/02/2019

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

345 COURT STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CORAOPOLIS, PA 15108

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock, par value \$0.01 per share	11/09/2018	Â	G	182,832 (1) D \$ 0	4,379,032 (2) (3)	D	Â
Common Stock, par value \$0.01 per share	12/27/2018	Â	G	1,220 (4) D \$ 0	4,377,812 (2) (3)	D	Â

share										
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	1,547,748	I		By grantor retained annuity trust <u>(5)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	950,333	I		By grantor retained annuity trust <u>(6)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	1,737,833	I		By grantor retained annuity trust <u>(7)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	2,199,834	I		By grantor retained annuity trust <u>(8)</u>
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	5,455,999	I		By grantor retained annuity trust <u>(9)</u>

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

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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. Price of Derivative Security (Instr. 5)	9. of D Se B O E I F (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STACK EDWARD W 345 COURT STREET CORAOPOLIS, PA 15108	X	X	Chairman and CEO	

Signatures

/s/ Edward W. Stack 02/14/2019

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) Reflects a transfer for no value to Mr. Stack's former spouse. Pursuant to a Memorandum of Understanding ("MOU") dated March 2, 2009, Mr. Stack's former spouse was entitled to receive, upon her request, the economic benefit with respect to certain stock options that were previously exercised for shares of common stock (the number of shares would be equitably adjusted for any stock split, recapitalization or similar event) in accordance with the terms of applicable Dick's Sporting Goods, Inc. policies, Section 16(b) limitations and the terms of the MOU.
- (2) Amount reflects a shift from indirect to direct ownership of the following shares of Class B Common Stock held by the indicated Edward W. Stack Grantor Retained Annuity Trust to Mr. Stack directly, on June 11, 2018 to satisfy annual annuity payment obligations (i) 290,000 shares from the Edward W. Stack Grantor Retained Annuity Trust V, (ii) 1,345,000 shares from the Edward W. Stack Grantor Retained Annuity Trust VI, (iii) 900,000 shares from the Edward W. Stack Grantor Retained Annuity Trust VII, (iv) 640,000 shares from the Edward W. Stack Grantor Retained Annuity Trust VIII.
- (3) Amount includes 3,175,000 shares of Class B common stock (the "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.
- (4) Reflects a gift transfer of 244 shares to each of Mr. Stack's five children.
- (5) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust V.
- (6) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VI.
- (7) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VII.
- (8) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VIII.
- (9) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust IX.

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