

Willoughby Michele
 Form 3
 November 16, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Willoughby Michele | | (Month/Day/Year) | DICKS SPORTING GOODS INC [DKS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 345 COURT STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP - eCommerce | |
| CORAOPOLIS, Â PA Â 15108 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 37,994 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Edgar Filing: Willoughby Michele - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|------------|------------|--------------------------------|--------|----------|-------------------|---|
| Stock Option (right to buy) | Â (2) | 03/15/2018 | Common Stock, par value \$0.01 | 15,794 | \$ 40 | D | Â |
| Stock Option (right to buy) | Â (3) | 03/27/2015 | Common Stock, par value \$0.01 | 6,000 | \$ 27.87 | D | Â |
| Stock Option (right to buy) | 02/26/2013 | 02/26/2016 | Common Stock, par value \$0.01 | 2,250 | \$ 12.44 | D | Â |
| Stock Option (right to buy) | 03/18/2013 | 03/18/2016 | Common Stock, par value \$0.01 | 2,250 | \$ 13.82 | D | Â |
| Stock Option (right to buy) | Â (4) | 03/16/2017 | Common Stock, par value \$0.01 | 11,250 | \$ 26.03 | D | Â |
| Stock Option (right to buy) | Â (5) | 04/03/2019 | Common Stock, par value \$0.01 | 14,508 | \$ 48.6 | D | Â |
| Stock Option (right to buy) | 03/18/2013 | 03/18/2016 | Common Stock, par value \$0.01 | 28,000 | \$ 13.82 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Willoughby Michele 345 COURT STREET CORAOPOLIS, PA 15108 | Â | Â | Â SVP - eCommerce | Â |

Signatures

Michele Willoughby 11/14/2012

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 33,549 shares of Restricted Stock, subject to vesting
- (2) Options granted on March 15, 2011 and vest 25% per year over four years. 25% of the option is exercisable
- (3) Option became 100% exercisable on March 27, 2012
- (4) 50% of the option will become exercisable on March 16, 2013 and March 16, 2014
- (5) Option granted on April 3, 2012 and vests 25% per year over four years

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.