

DICKS SPORTING GOODS INC
 Form 4
 April 05, 2017

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/03/2017

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

CORAOPOLIS, PA 15108

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

(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 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 | 04/03/2017 | | A | | 106,990 ⁽¹⁾ | A | \$ 0 |
| Common Stock, par value \$0.01 per share | 04/03/2017 | | F | | 13,997 | D | \$ 49.07 |
| Common Stock, par | | | | | 1,439,311 | I | |
| | | | | | | | By grantor |

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| | | | | | | |
|--|--|--|--|-----------|---|--|
| value \$0.01 per share | | | | | | retained annuity trust ⁽³⁾ |
| Common Stock, par value \$0.01 per share | | | | 2,058,748 | I | By grantor retained annuity trust ⁽⁴⁾ |
| Common Stock, par value \$0.01 per share | | | | 3,333,333 | I | By grantor retained annuity trust ⁽⁵⁾ |
| Common Stock, par value \$0.01 per share | | | | 3,333,333 | I | By grantor retained annuity trust ⁽⁶⁾ |
| Common Stock, par value \$0.01 per share | | | | 3,333,334 | I | By grantor retained annuity trust ⁽⁷⁾ |

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.

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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 Number Shares |
| Employee Stock Option (Right to Buy) | \$ 49.07 | 04/03/2017 | | A | 151,210 | ⁽⁸⁾ | 04/03/2024 | Common Stock, par value \$0.01 per share | 151,210 |

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

04/05/2017

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 2,568,999 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
 - (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 IV.
 - (4) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust V.
 - (5) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VI.
 - (6) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VII.
 - (7) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VIII.
 - (8) Stock option vests 25% per year on the first, second, third and fourth anniversaries of the date of grant.

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.