

DICKS SPORTING GOODS INC
Form 4
August 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
COLOMBO WILLIAM J

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)
300 INDUSTRY DRIVE, RIDC PARK WEST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres. & Chief Oper. Officer

PITTSBURGH, PA 15275

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 Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$.01 per share | 08/17/2006 | | M | | 100,000 | A | \$ 1.08 |
| | | | | | 208,242 ⁽¹⁾ | D | |
| Common Stock, par value \$.01 per share | 08/17/2006 | | S | | 3,700 | D | \$ 41.44 |
| | | | | | 204,542 | D | |
| Common Stock, par value \$.01 | 08/17/2006 | | S | | 1,000 | D | \$ 41.43 |
| | | | | | 203,542 | D | |

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| | | | | | | | |
|--------------------------------------------------|------------|---|--------|---|-------------|---------|---|
| per share | | | | | | | |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 100 | D | \$ 41.42 | 203,442 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 600 | D | \$ 41.41 | 202,842 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 1,200 | D | \$ 41.4 | 201,642 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 3,400 | D | \$ 41.39 | 198,242 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 5,800 | D | \$ 41.38 | 192,442 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 2,500 | D | \$ 41.37 | 189,942 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 2,600 | D | \$ 41.36 | 187,342 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 24,300 | D | \$ 41.35 | 163,042 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 14,900 | D | \$ 41.34 | 148,142 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 9,800 | D | \$ 41.33 | 138,342 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 4,000 | D | \$ 41.32 | 134,342 | D |

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| | | | | | | | |
|-----------------------------------------|------------|---|--------|---|----------|---------|---|
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 2,700 | D | \$ 41.31 | 131,642 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 7,100 | D | \$ 41.3 | 124,542 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 4,600 | D | \$ 41.29 | 119,942 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 200 | D | \$ 41.28 | 119,742 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 500 | D | \$ 41.27 | 119,242 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 1,000 | D | \$ 41.26 | 118,242 | D |
| Common Stock, par value \$.01 per share | 08/17/2006 | S | 10,000 | D | \$ 41.25 | 108,242 | D |

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

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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 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 of Number of Shares |

| | | | | | | | | |
|--------------------------------------|---------|------------|---|---------|------------|------------|-----------------------------------------------------|---------|
| Stock Option (Right to Buy) | \$ 1.08 | 08/17/2006 | M | 100,000 | 11/12/1996 | 11/12/2012 | Common Stock, par value \$.01 per share | 100,000 |
|--------------------------------------|---------|------------|---|---------|------------|------------|-----------------------------------------------------|---------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COLOMBO WILLIAM J 300 INDUSTRY DRIVE RIDC PARK WEST PITTSBURGH, PA 15275 | X | | Pres. & Chief Oper. Officer | |

Signatures

/s/ William J.
Colombo

08/21/2006

**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).

Amount listed does not include 1,200 shares of common stock, par value \$.01 per share, which is held by the reporting person on behalf (1) of his children. The reporting person disclaims beneficial ownership of those securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for other purposes.

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.