

DICKS SPORTING GOODS INC
Form 4
January 18, 2007

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)

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

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

300 INDUSTRY DRIVE, RIDC PARK WEST

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

(Street)
PITTSBURGH, PA 15275

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$.01 per share	01/16/2007		J ⁽¹⁾⁽²⁾	A	100,000 <u>(1)</u> <u>(2)</u>		
Common Stock, par value \$.01 per share					11,363,690 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	
Common Stock, par value \$.01 per share					435,100	I	voting proxy ⁽⁴⁾
Common Stock, par value \$.01 per share					5,000	I	minor children ⁽⁵⁾

per share

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 Security (Instr. 3 and 4)
Contract (Long Put right to sell)	(1) (2)	01/16/2007		J(1)(2)	300,000 (1) (2)	(1)(2) 01/16/2007(1)(2)	Common Stock, par value \$.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STACK EDWARD W 300 INDUSTRY DRIVE RIDC PARK WEST PITTSBURGH, PA 15275	X	X	Chairman & CEO	

Signatures

/s/ Edward W. Stack 01/18/2007

**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) On January 15, 2004, the reporting person entered into a three-year variable prepaid forward contract which pursuant to its terms required the reporting person to deliver up to a maximum of 300,000 shares of Dick's Sporting Goods, Inc.'s (the "Company") common stock (the "Common Stock") at the contract's settlement. The contract also permitted, in lieu of delivering shares at settlement, that the reporting person could deliver cash in an amount equivalent to the volume of shares required at maturity. (Cont'd on footnote 2)

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In accordance with its terms, the contract settled on January 16, 2007 (the "Settlement Date"). On the Settlement Date and as a result of the settlement the reporting person delivered 200,000 shares of Common Stock and retained the remaining 100,000 shares of Common Stock subject to the contract in accordance with the formula set forth in the contract. The formula used to determine the number of shares

(2) delivered under the contract was based on the closing price of the Company's Common Stock on January 16, 2007. Upon the settlement date, the market price of the Company's common stock was greater than the floor price that had been established in the prepaid forward contract. As a result, less than the maximum number of shares that had been pledged for the prepaid forward contract were required to be delivered.

Includes 11,362,690 shares of Class B common stock, which is not registered under the Securities Exchange Act of 1934, as amended.

- (3) 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.

Shares are Class B common stock and are subject to an irrevocable proxy giving the reporting person the right to vote the shares. The

(4) 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 any other purpose.

- (5) Shares are held by the reporting person on behalf of minor 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 any other purpose.

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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