

DICKS SPORTING GOODS INC

Form 4

March 27, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sutter Kathryn

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)  
03/25/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP - Human Resources

CORAOPOLIS, PA 15108

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/25/2014		M	5,625 A \$ 26.03	56,242	D	
Common Stock, par value \$0.01 per share	03/25/2014		M	2,418 A \$ 48.6	58,660	D	
Common Stock, par	03/25/2014		M	3,949 A \$ 40	62,609	D	

value  
\$0.01 per  
share

Common  
Stock, par

value 03/25/2014

\$0.01 per  
share

\$  
11,992 D 55.294 50,617 D  
(1)

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 or Number of Shares
Stock Option (right-to-buy)	\$ 26.03	03/25/2014		M		5,625		<u>(2)</u>	03/16/2017	Common Stock, par value \$0.01 per share	5,625
Stock Option (Right to Buy)	\$ 48.6	03/25/2014		M		2,418		<u>(3)</u>	04/03/2019	Common Stock, par value \$0.01 per share	2,418
Stock Option (right-to-buy)	\$ 40	03/25/2014		M		3,949		<u>(4)</u>	03/15/2018	Common Stock, par value \$0.01 per share	3,949

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Sutter Kathryn 345 COURT STREET CORAOPOLIS, PA 15108	SVP - Human Resources

## Signatures

/s/ Kathryn  
Sutter                      03/27/2014

\*\*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).
- Represents the weighted average of multiple sale transactions ranging in price from \$55.30 to \$55.32. The reporting person agrees to
- (1) provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or any security holder of the Company.
  - (2) Option for 22,500 shares of common stock vested 25% per year on the first, second, third and fourth anniversaries of the date of the grant.
  - (3) Option for 9,672 shares of common stock vests 25% per year on the first, second, third and fourth anniversaries of the grant date.
  - (4) Option for 15,794 shares of common stock vests 25% per year on the first, second, third and fourth anniversaries of the grant date.

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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