

DICKS SPORTING GOODS INC

Form 4/A

October 22, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

<p>1. Name and Address of Reporting Person*</p> <p>Schorr, Lawrence J.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>3112 Sally Drive</p> <hr/> <p><i>(Street)</i></p> <p>Vestal, NY 13850</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Dick's Sporting Goods, Inc. ("DKS")</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>10/18/2002</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p>10/15/02(1)</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	(A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
			Code V	Amount		Price		
Common stock, par value \$.01 per share	10/18/2002		S	467(1)	D	\$11.16	13(1)(2)	D

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date				
		Amount or Number of			
		Title			
		Shares			

Explanation of Responses:

(1) Represents 467 shares of common stock subject to the underwriters' over-allotment option. Pursuant to Rule 16a-1(a)(7), such option is not a "derivative security" as an option granted to underwriters in a registered public offering and therefore not included in Part II. The over-allotment option was exercised on October 18, 2002 and relates to shares sold in the Company's initial public offering of its common stock pursuant to its Registration Statement on Form S-1 (File No. 333-96587) (the "IPO"). A Form 4 was originally filed on October 17, 2002 relating to the sale of 4,729 shares of common stock (as disclosed in the Company's preliminary prospectus dated September 26, 2002) in connection with the Company's IPO. The actual number of shares of common stock (as disclosed in the Company's final prospectus dated October 15, 2002 which was filed with the SEC on October 16, 2002 under Rule 424(b)(4)) sold in the IPO by the reporting person was (x) 4,731 and (y) the additional 467 shares reported hereunder due to the exercise of over-allotment option all at a price per share of \$11.16.

(2) This amount excludes 60,638 shares of common stock issuable upon exercise of options that are presently exercisable or will become exercisable within 60 days of filing.

/s/ Lawrence J. Schorr

October 22, 2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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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