#### STACK EDWARD W

Form 4

value \$.01 per share

December 03, 2010

<b>FORM</b>	1 /1						PPROVAL		
	UNITEDS		RITIES AND EXC shington, D.C. 20		COMMISSION	OMB Number:	3235-0287		
Check thi						Expires:	January 31,		
subject to Section 10 Form 4 or	if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated	Estimated average burden hours per		
Form 5 obligation may conti <i>See</i> Instru 1(b).	Section 17(a	) of the Public U	6(a) of the Securit tility Holding Con vestment Compar	npany Act o	of 1935 or Section	·			
(Print or Type R	Responses)								
1. Name and A STACK ED	ddress of Reporting P WARD W	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol DICKS SPORTING GOODS INC			5. Relationship of Reporting Person(s) to Issuer			
		[DKS]	SPORTING GOO	DDS INC	(Check all applicable)				
(Last)		(Month/L	*	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)					
345 COURT	STREET	12/01/2	010		· · · · · · · · · · · · · · · · · · ·	and Chief Exe	c. Off.		
CODAODO	(Street)		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			
CORAOPOI	LIS, PA 15108				Person				
(City)	(State) (2	Zip) Tabl	le I - Non-Derivative	Securities Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		d (A) or d of (D) , 4 and 5) (A) or	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)		
Common Stock, par value \$.01 per share			Code V Amount	t (D) Price	6,169,158 <u>(1)</u>	D			
Common Stock, par value \$.01 per share					10,940	I	By children (2)		
Common Stock, par					2,525,000	I	By trust (3)		

(4)

2,525,000

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	Persons who respond to the coll information contained in this form	SEC 1474 (9-02)				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.						
Common Stock, par value \$.01 per share	2,521,808	I	By trust (3) (8)			
Common Stock, par value \$.01 per share	2,525,000	I	By trust (3)			
Common Stock, par value \$.01 per share	2,525,000	I	By trust (3) (6)			
Common Stock, par value \$.01 per share	2,525,000	I	By trust (3)			

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

number.

required to respond unless the form displays a currently valid OMB control

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. TransactionNumber		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) (Instr. 3 and ve es d			
				Code \	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Creation of obligation to sell (9)	\$ 25.7	12/01/2010		J	1	12/01/2010	12/02/2012	Common Stock, par value \$.01 per share	100,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

STACK EDWARD W 345 COURT STREET CORAOPOLIS, PA 15108

X Chairman and Chief Exec. Off.

### Signatures

/s/ Edward W. Stack 12/03/2010

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

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

X

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Amount includes 6,000,000 shares of Class B common stock, which are 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 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 held by the reporting person on behalf of children. The reporting person disclaims beneficial ownership of these securities, and (2) 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.
- Represents shares of Class B common stock, which are 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 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.
- (4) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust I.
- (5) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust II.
- (6) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust II.
- (7) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust IV.
- (8) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on 5/26/10 and are held by the Edward W. Stack Grantor Retained Annuity Trust V.
  - The establishment of an obligation of the reporting person to sell to the reporting person's brother 100,000 shares of Common Stock at a fixed price pursuant to rights his brother has under a 12/4/07 letter agreement between the reporting person and his brother. The
- (9) obligation to sell (and the price) was fixed on 12/01/10 and disposed of the same day as cancellation of the rights as to these 100,000 shares by a payment of cash by the reporting person to his brother and with no value being received by the reporting person for the cancellation.

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.

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