

STACK EDWARD W

Form 4

March 21, 2019

**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)

345 COURT STREET

(Street)

CORAOPOLIS, PA 15108

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/19/2019

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

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/19/2019                              |                                                             | A                                    | 8,457<br>(1)                                                               | A \$ 0                                                                                                             | 6,156,369 (2)<br>(3)                                                 | D                                                                 |
| Common<br>Stock, par<br>value \$0.01<br>per share |                                         |                                                             |                                      |                                                                            | 1,547,748                                                                                                          | I                                                                    | By grantor<br>retained<br>annuity<br>trust (4)                    |
| Common<br>Stock, par<br>value \$0.01<br>per share |                                         |                                                             |                                      |                                                                            | 950,333                                                                                                            | I                                                                    | By grantor<br>retained<br>annuity<br>trust (5)                    |

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|                                                   |                          |   |                                                           |
|---------------------------------------------------|--------------------------|---|-----------------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 1,737,833                | I | By grantor<br>retained<br>annuity<br>trust <sup>(6)</sup> |
| Common<br>Stock, par<br>value \$0.01<br>per share | 2,199,834                | I | By grantor<br>retained<br>annuity<br>trust <sup>(7)</sup> |
| Common<br>Stock, par<br>value \$0.01<br>per share | 3,685,899 <sup>(3)</sup> | I | By grantor<br>retained<br>annuity<br>trust <sup>(8)</sup> |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                  |       |
|------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                            | Director      | 10% Owner | Officer          | Other |
| STACK EDWARD W<br>345 COURT STREET<br>CORAOPOLIS, PA 15108 | X             | X         | Chairman and CEO |       |

## Signatures

/s/ Edward W.  
Stack

03/21/2019

\_\_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 shares earned with respect to a performance-based stock award granted on April 3, 2017. The issuer's compensation committee certified the attainment of the performance measures on March 19, 2019. These shares are subject to time-based vesting requirements.

(1) Amount includes 4,945,100 shares of Class B common stock (the "Class B Common Stock"), which is 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.

(2) Amount reflects a shift from indirect to direct ownership of 1,770,100 shares of Class B Common Stock, which had been held by the Edward W. Stack Grantor Retained Annuity Trust IX and were transferred from the trust to Mr. Stack on February 26, 2019 to satisfy annual annuity payment obligations.

(3) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust V.

(4) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VI.

(5) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VII.

(6) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust VIII.

(7) These shares are held by the Edward W. Stack Grantor Retained Annuity Trust IX.

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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