

DICKS SPORTING GOODS INC
Form 4
March 27, 2014

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 *
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
 Officer (give title below) _____ Other (specify 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)
 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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
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
\$0.01 per
share

03/25/2014 S 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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(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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