

Sutter Kathryn  
Form 4  
March 17, 2011

**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)  
03/15/2011

\_\_\_\_ Director  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$.01 per share	03/15/2011		M		20,000	A	\$ 17.98 56,476
Common Stock, par value \$.01 per share	03/15/2011		S		20,000	D	\$ 40.0321 36,476 (1)
Common Stock, par value \$.01 per share	03/15/2011		M		15,000	A	\$ 18.95 51,476

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Common Stock, par value \$.01 per share	03/15/2011	S	15,000	D	\$ 40.0321 <u>(1)</u>	36,476	D
Common Stock, par value \$.01 per share	03/15/2011	M	20,000	A	\$ 28.23	56,476	D
Common Stock, par value \$.01 per share	03/15/2011	S	20,000	D	\$ 40.0321 <u>(1)</u>	36,476	D
Common Stock, par value \$.01 per share	03/15/2011	A	<u>4,575</u> <u>(2)</u>	A	\$ 0	41,051	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 17.98	03/15/2011		M		20,000	03/02/2009 03/02/2015	Common Stock, par value \$.01 per share
Stock Option (Right to Buy)	\$ 18.95	03/15/2011		M		15,000	03/01/2010 03/01/2016	Common Stock, par value \$.01 per share
Stock Option	\$ 28.23	03/15/2011		M		20,000	<u>(3)</u> 03/21/2017	Common Stock, par

(Right to Buy)

value  
\$.01 per share

Stock Option (Right to Buy)

\$ 40

03/15/2011

A

15,794

(4)

03/15/2018

Common Stock, par value \$.01 per share

15,

## 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

03/17/2011

\*\*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 sales transactions ranging in price from \$40.00 to \$40.24. 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 a security holder of the Company.
- (2) Shares of restricted stock, subject to vesting.
- (3) Option vests 25% per year over a four year period, on the anniversary of the date of the grant.
- (4) Options vest 25% per year over a four year period, on the anniversary of the date of the grant, and is currently 75% vested.

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.