

DICKS SPORTING GOODS INC  
Form 4  
March 25, 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 \*  
Willoughby Michele

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)  
03/24/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Inventory, S Chain, ECom

CORAOPOLIS, PA 15108

(City) (State) (Zip)

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

**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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 03/24/2014                           |  | M                              | 6,000 A   | \$ 27.87 60,836   | D  |                                   |
| Common Stock, par value \$0.01 per share | 03/24/2014                           |  | M                              | 5,625 A   | \$ 26.03 66,461   | D  |                                   |
| Common Stock, par                        | 03/24/2014                           |  | S                              | 11,625 D  | \$ 54,836 56.585  | D  |                                   |

value (1)  
 \$0.01 per  
 share

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 27.87   | 03/24/2014                           |  | M                              | 6,000   | <u>(2)</u> 03/27/2015                                    | Common Stock, par value \$0.01 per share                      | 6,000                         |
| Stock Option (Right to Buy)                | \$ 26.03   | 03/24/2014                           |  | M                              | 5,625   | <u>(3)</u> 03/16/2017                                    | Common Stock, par value \$0.01 per share                      | 5,625                         |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Willoughby Michele<br>345 COURT STREET<br>CORAOPOLIS, PA 15108 |               |           | EVP, Inventory, S Chain, ECom |       |

## Signatures

/s/ Michele  
Willoughby

03/25/2014

\*\*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 \$56.50 to \$56.74. 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 6,000 shares of common stock vested 25% per year beginning on the first anniversary of the grant date.
- (3) Option for 22,500 shares of common stock vested 25% per year beginning on the first anniversary 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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