

DICKS SPORTING GOODS INC

Form 4

November 28, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COLOMBO WILLIAM J

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)
11/23/2016

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/23/2016		M	52,156 A	\$ 28.23 362,119	D	
Common Stock, par value \$0.01 per share	11/23/2016		S	52,156 D	\$ (1) 60.1068 309,963	D	
Common Stock, par					800	I (2)	By Child

value
\$0.01 per
share

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 28.23	11/23/2016		M	52,156	03/21/2011 ⁽³⁾ 03/21/2017	Common Stock, par value \$0.01 per share 52,156

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COLOMBO WILLIAM J 345 COURT STREET CORAOPOLIS, PA 15108	X

Signatures

/s/ William J.
Colombo 11/28/2016

__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).

(1)

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Represents the weighted average price of multiple transactions ranging from \$60.005 to \$60.45. The reporting person undertakes to 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.

- Shares are held by the reporting person on behalf of his child. The reporting person disclaims beneficial ownership of those 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.
 - (3) The option grant representing the right to purchase 125,000 shares of common stock vested in four equal annual installments beginning on March 21, 2008.

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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