

DICKS SPORTING GOODS INC

Form 4

November 17, 2006

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 *
NEWLIN WILLIAM R

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)
300 INDUSTRY DRIVE, RIDC
PARK WEST

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Exec. VP/Chief Admin. Officer

(Street)

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

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

PITTSBURGH, PA 15275

(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	(A) or (D)	Price		
Common Stock, par value \$.01 per share	11/16/2006		M		12,500	A	\$ 35.95	15,090	D ⁽¹⁾
Common Stock, par value \$.01 per share	11/16/2006		M		23,000	A	\$ 25.25	38,090	D
Common Stock, par value \$.01	11/16/2006		M		25,000	A	\$ 18.38	63,090	D

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per share							
Common Stock, par value \$.01 per share	11/16/2006	S	1,000	D	\$ 56.1	62,090	D
Common Stock, par value \$.01 per share	11/16/2006	S	100	D	\$ 56.07	61,990	D
Common Stock, par value \$.01 per share	11/16/2006	S	400	D	\$ 56.06	61,590	D
Common Stock, par value \$.01 per share	11/16/2006	S	28,100	D	\$ 56	33,490	D
Common Stock, par value \$.01 per share	11/16/2006	S	1,000	D	\$ 55.96	32,490	D
Common Stock, par value \$.01 per share	11/16/2006	S	900	D	\$ 55.85	31,590	D
Common Stock, par value \$.01 per share	11/16/2006	S	400	D	\$ 55.8	31,190	D
Common Stock, par value \$.01 per share	11/16/2006	S	1,800	D	\$ 55.75	29,390	D
Common Stock, par value \$.01 per share	11/16/2006	S	500	D	\$ 55.67	28,890	D
Common Stock, par value \$.01 per share	11/16/2006	S	2,500	D	\$ 55.65	26,390	D
Common Stock, par value \$.01 per share	11/16/2006	S	1,500	D	\$ 55.6	24,890	D

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Common Stock, par value \$.01 per share	11/16/2006	S	200	D	\$ 55.51	24,690	D	
Common Stock, par value \$.01 per share	11/16/2006	S	4,000	D	\$ 55.5	20,690	D	
Common Stock, par value \$.01 per share	11/16/2006	S	2,000	D	\$ 55.47	18,690	D	
Common Stock, par value \$.01 per share	11/16/2006	S	1,100	D	\$ 55.46	17,590	D	
Common Stock, par value \$.01 per share	11/16/2006	S	2,500	D	\$ 55.3	15,090	D	
Common Stock, par value \$.01 per share	11/16/2006	S	5,000	D	\$ 55.2	10,090	D	
Common Stock, par value \$.01 per share	11/16/2006	S	5,000	D	\$ 55.1	5,090	D	
Common Stock, par value \$.01 per share	11/16/2006	Z	2,500	D	\$ 55	2,590	D	
Common Stock, par value \$0.01 per share						3,040	I ⁽²⁾	by spouse

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)

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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)	\$ 35.95	11/16/2006		M	12,500	03/02/2009 ⁽³⁾	03/02/2015	Common Stock, par value \$0.01 per share	12,500
Stock Option (Right to Buy)	\$ 25.25	11/16/2006		M	23,000	01/21/2008 ⁽³⁾	01/21/2014	Common Stock, par value \$0.01 per share	23,000
Stock Option (Right to Buy)	\$ 18.38	11/16/2006		M	25,000	09/22/2006 ⁽⁴⁾	09/22/2013	Common Stock, par value \$0.01 per share	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWLIN WILLIAM R 300 INDUSTRY DRIVE RIDC PARK WEST PITTSBURGH, PA 15275			Exec. VP/Chief Admin. Officer	

Signatures

/s/ William R.
Newlin 11/17/2006

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) This amount includes 2,490 shares acquired under the Dick's Sporting Goods, Inc. Employee Stock Purchase Plan through the date of this filing.

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These shares are owned by the reporting person's wife; the reporting person disclaims beneficial ownership of these shares, and the

- (2) inclusion of such shares shall not be an admission that the reporting person is the beneficial owner for purposes of Section 16 under the Exchange Act.
- (3) The option vests 25% annually over a four-year period in equal increments.
- (4) 50% of the option vested on September 22, 2004, 25% vested on September 22, 2006, and the remaining 25% vested on September 22, 2006.

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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