

DICKS SPORTING GOODS INC

Form 3

February 15, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Zanatta Randall K

(Last) (First) (Middle)

7275 FLYING CLOUD DRIVE

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/13/2007

3. Issuer Name and Ticker or Trading Symbol

DICKS SPORTING GOODS INC [DKS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Pres. & CEO, Golf Galaxy, Inc.

5. 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)
(Instr. 5)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Stock Option (Right to Buy) ⁽¹⁾	04/05/2001	04/05/2007	Common Stock, par value \$.01 per share	19,300 ⁽²⁾	\$ 7.78 ⁽³⁾	D	Â
Stock Option (Right to Buy) ⁽¹⁾	04/21/2002	04/21/2008	Common Stock, par value \$.01 per share	9,650 ⁽²⁾	\$ 11.27 ⁽³⁾	D	Â
Stock Option (Right to Buy) ⁽¹⁾	07/19/2003	07/19/2009	Common Stock, par value \$.01 per share	3,860 ⁽²⁾	\$ 14.82 ⁽³⁾	D	Â
Stock Option (Right to Buy) ⁽¹⁾	03/14/2004	03/14/2010	Common Stock, par value \$.01 per share	3,860 ⁽²⁾	\$ 14.82 ⁽³⁾	D	Â
Stock Option (Right to Buy) ⁽¹⁾	04/26/2005	04/26/2011	Common Stock, par value \$.01 per share	2,895 ⁽²⁾	\$ 16.33 ⁽³⁾	D	Â
Stock Option (Right to Buy) ⁽¹⁾	05/04/2008 ⁽⁴⁾	05/04/2014	Common Stock, par value \$.01 per share	3,860 ⁽²⁾	\$ 16.33 ⁽³⁾	D	Â
Stock Option (Right to Buy) ⁽¹⁾	05/03/2009 ⁽⁴⁾	05/03/2015	Common Stock, par value \$.01 per share	8,685 ⁽²⁾	\$ 20.73 ⁽³⁾	D	Â
Stock Option (Right to Buy) ⁽¹⁾	07/28/2009 ⁽⁴⁾	07/28/2015	Common Stock, par value \$.01 per share	8,106 ⁽²⁾	\$ 36.27 ⁽³⁾	D	Â
Stock Option (Right to Buy) ⁽¹⁾	06/22/2010 ⁽⁴⁾	06/22/2016	Common Stock, par value \$.01 per share	9,650 ⁽²⁾	\$ 33.81 ⁽³⁾	D	Â
Stock Option (Right to Buy)	02/13/2010 ⁽⁵⁾	11/16/2016	Common Stock, par value \$.01 per share	165,000	\$ 54.59 ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Zanatta Randall K
7275 FLYING CLOUD DRIVE Â Â Â Pres. & CEO, Golf Galaxy, Inc. Â
EDEN PRAIRIE, MN 55344

Signatures

/s/ Randall K. 02/15/2007
Zanatta

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Pursuant to that Agreement and Plan of Merger, dated November 13, 2006 (the "Merger Agreement"), by and between Dick's Sporting Goods, Inc. (the "Company"), its wholly owned subsidiary and Golf Galaxy, Inc. ("Golf Galaxy"), the Company's subsidiary merged with
(1) and into Golf Galaxy on February 13, 2007. In connection with the merger, Dick's assumed the existing stock option plans of Golf Galaxy, and all stock options issued under the Golf Galaxy plans that were not otherwise cashed out pursuant to the terms of the Merger Agreement, became options exercisable for shares of Company common stock.

At the time the Company assumed the Golf Galaxy plans, the number of shares of Golf Galaxy common stock purchasable under the
(2) option was converted into the right to purchase shares of Company common stock at a conversion ratio of .386 Company shares to Golf Galaxy shares.

At the time the Company assumed the Golf Galaxy plans, the exercise price for each option was adjusted by a conversion ratio of .386
(3) pursuant to the terms of the Merger Agreement.

(4) Stock Option vests 25% per year over 4 years.

The option, granted in connection with reporting persons continuation as President and Chief Executive Officer of Golf Galaxy, vests in three (3) equal increments over three (3) years, beginning on February 13, 2008. In any event, the vested portion of the option shall be
(5) exercisable for five (5) years from February 13, 2007, whether or not the reporting person remains employed by the Company. If after such five-year period reporting person remains employed by the Company, the vested portion shall be exercisable in accordance with applicable periods set forth under the Company's 2002 Stock Plan (the "Plan").

The date of grant of the option under the Plan was November 16, 2006 and therefore the exercise price per share in accordance with the
(6) Plan was the closing sale price for Company common stock as quoted on the New York Stock Exchange for November 15, 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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