

DICKS SPORTING GOODS INC

Form 4

October 22, 2002

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

x Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

<p>1. Name and Address of Reporting Person*</p> <p>Allen, Paul G.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>505 Union Station, 505 Fifth Avenue, Suite 900</p> <hr/> <p><i>(Street)</i></p> <p>Seattle, WA 98104</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Dick's Sporting Goods, Inc. ("DKS")</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>10/18/2002</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input type="radio"/> Director <input checked="" type="radio"/> 10% Owner</p> <p><input type="radio"/> Officer <i>(give title below)</i></p> <p><input type="radio"/> Other <i>(specify below)</i></p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> <hr/> <p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> <hr/> <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input type="radio"/> Form Filed by One Reporting Person</p> <p><input checked="" type="radio"/> Form Filed by More than One Reporting Person</p>
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1. Name and Address of Reporting Person* Vulcan Ventures Incorporated <hr/> <i>(Last) (First) (Middle)</i> 505 Union Station, 505 Fifth Avenue, Suite 900 <hr/> <i>(Street)</i> Seattle, WA 98104 <hr/> <i>(City) (State) (Zip)</i>	2. Issuer Name and Ticker or Trading Symbol Dick's Sporting Goods, Inc. ("DKS") <hr/> 4. Statement for Month/Day/Year 10/22/2002 <hr/> 6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> <input type="radio"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="radio"/> Officer <i>(give title below)</i> <input type="radio"/> Other <i>(specify below)</i> <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i> 911374788 <hr/> 5. If Amendment, Date of Original <i>(Month/Day/Year)</i> <hr/> 7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> <input type="radio"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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			Code V	Amount	(A) or (D)	Price			
Common stock, par value \$.01 per share	10/18/2002		S	83,091(1)	D	\$11.16	1,136,771	I(2)	(3)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
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Code V

(A)

(D)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Explanation of Responses:

(1) Represents 83,091 shares of common stock subject to the underwriters' over-allotment option. Pursuant to Rule 16a-1(a)(7), such option is not a "derivative security" as an option granted to underwriters in a registered public offering and therefore not included in Part II. The over-allotment option was exercised on October 18, 2002 and relates to shares of common stock sold in the Company's initial public offering of its common stock pursuant to its Registration Statement on Form S-1 (File No. 333-96587).

(2) The reporting person disclaims beneficial ownership of these securities, and 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) Owned directly by Vulcan Ventures Incorporated ("VVI") and indirectly by Paul G. Allen, the sole shareholder of VVI.

/s/ Joseph D. Franzi

October 22, 2002

**Signature of Reporting Person
 Joseph D. Franzi as Attorney-in-Fact for
 Paul G. Allen pursuant to a
 Power of Attorney filed with
 the Reporting Person's Schedule 13G
 for Pathogenesis, Inc. on August 30, 1999

Date

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and incorporated herein by reference.

Signature: VULCAN VENTURES, INCORPORATED

By: /s/ Joseph D. Franzl

Joseph D. Franzl, Vice President

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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