

CAPLAN JONATHAN D
Form 4
March 23, 2012

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 *
CAPLAN JONATHAN D

(Last) (First) (Middle)

GENESCO INC., 1415
MURFREESBORO ROAD

(Street)

NASHVILLE, TN 37217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GENESCO INC [GCO]

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Sr Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	03/21/2012		S	20,000 D	\$ 74 52,637	D	
Common Stock	03/23/2012		M	23,864 A	\$ 16.76 76,501	D	
Common Stock	03/23/2012		M	5,714 A	\$ 17.5 82,215	D	
Common Stock	03/23/2012		M	4,016 A	\$ 24.9 86,231	D	
Common Stock	03/23/2012		M	963 A	\$ 36.4 87,194	D	

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Common Stock 03/23/2012 M 2,233 A \$ 38.14 89,427 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (right to buy)	\$ 16.76	03/23/2012		M	23,864	11/13/2006 11/13/2012	Common Stock 23,864
Stock Options (right to buy)	\$ 17.5	03/23/2012		M	5,714	10/21/2007 10/21/2013	Common Stock 5,714
Stock Options (right to buy)	\$ 24.9	03/23/2012		M	4,016	10/26/2008 10/26/2014	Common Stock 4,016
Stock Options (right to buy)	\$ 36.4	03/23/2012		M	963	10/25/2009 10/25/2015	Common Stock 963
Stock Options (right to buy)	\$ 38.14	03/23/2012		M	2,233	10/24/2010 10/24/2016	Common Stock 2,233

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CAPLAN JONATHAN D
GENESCO INC.
1415 MURFREESBORO ROAD
NASHVILLE, TN 37217

Sr Vice President

Signatures

Jonathan D.
Caplan 03/23/2012

__Signature of Date
Reporting Person

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).

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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