

SIFFORD CLIFTON E
Form 4
November 24, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIFFORD CLIFTON E

2. Issuer Name and Ticker or Trading Symbol
SHOE CARNIVAL INC [SCVL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7500 E. COLUMBIA STREET

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - GENERAL MERCHANDISE MGR

(Street)

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

EVANSVILLE, IN 47715

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/23/2009 | | M | | 6,667 | A | \$ 8.5625 60,708 |
| Common Stock | 11/23/2009 | | S | | 6,667 | D | \$ 17.8125 54,041 |
| Common Stock | 11/23/2009 | | M | | 3,333 | A | \$ 8.5625 57,374 |
| Common Stock | 11/23/2009 | | S | | 3,333 | D | \$ 17.8125 54,041 |

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 Security (Instr. 3 and 4) | Am or Nur of Sha |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 8.5625 | 11/23/2009 | | M | 6,667 | (1) 03/06/2010(2) | Common Stock | 6, |
| Non-Qualified Stock Option (right to buy) | \$ 8.5625 | 11/23/2009 | | M | 3,333 | (1) 03/06/2010(2) | Common Stock | 3, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIFFORD CLIFTON E 7500 E. COLUMBIA STREET EVANSVILLE, IN 47715 | | | EVP - GENERAL MERCHANDISE MGR | |

Signatures

By: W. Kerry Jackson For: Clifton E Sifford 11/24/2009

**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) The option becomes exercisable in thirds, commencing one year after the date of grant.
- (2) These options were set to expire just under four months from date of exercise.

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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