

JACKSON W KERRY
Form 4
December 22, 2005

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 *
JACKSON W KERRY

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)
8233 BAUMGART ROAD

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXECUTIVE VICE PRESIDENT - CFO

(Street)
EVANSVILLE, IN 47725

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

(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	12/20/2005		M		1,000	A	\$ 11 23,300	D
Common Stock	12/20/2005		S		1,000	D	\$ 22.036 22,300	D
Common Stock	12/20/2005		G		2,000	D	\$ 21.91 20,300	D
Common Stock	12/21/2005		M		200	A	\$ 11 20,500	D
Common Stock	12/21/2005		S		200	D	\$ 22.015 20,300	D

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Common Stock	12/21/2005	G	500	D	\$ 21.42	19,800	D
Common Stock	12/22/2005	M	5,000	A	\$ 8.5625	24,800	D
Common Stock	12/22/2005	S	5,000	D	\$ 21.3071	19,800	D
Common Stock	12/22/2005	M	7,500	A	\$ 11.125	27,300	D
Common Stock	12/22/2005	S	7,500	D	\$ 21.3071	19,800	D
Common Stock	12/22/2005	M	1,115	A	\$ 11	20,915	D
Common Stock	12/22/2005	S	1,115	D	\$ 21.3071	19,800	D
Common Stock	12/22/2005	M	5,185	A	\$ 11	24,985	D
Common Stock	12/22/2005	S	5,185	D	\$ 21.5021	19,800	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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 8.5625	12/22/2005		M	5,000	⁽¹⁾ 03/06/2010	Common Stock	5,000

Incentive Stock Option (right to buy)	\$ 11	12/20/2005	M	1,000	(1)	04/09/2008	Common Stock	1,000	\$
Incentive Stock Option (right to buy)	\$ 11	12/21/2005	M	200	(1)	04/09/2008	Common Stock	200	\$
Incentive Stock Option (right to buy)	\$ 11	12/22/2005	M	1,115	(1)	04/09/2008	Common Stock	1,115	2
Incentive Stock Option (right to buy)	\$ 11	12/22/2005	M	5,185	(1)	04/09/2008	Common Stock	5,185	2
Incentive Stock Option (right to buy)	\$ 11.125	12/22/2005	M	7,500	(1)	03/03/2009	Common Stock	7,500	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON W KERRY 8233 BAUMGART ROAD EVANSVILLE, IN 47725			EXECUTIVE VICE PRESIDENT - CFO	

Signatures

W. Kerry
Jackson 12/22/2005

**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.

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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