

JACKSON W KERRY
Form 4
September 06, 2011

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

(Last) (First) (Middle)

7500 E. COLUMBIA STREET

(Street)

EVANSVILLE, IN 47715

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 | | 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 | 09/01/2011 | | M | | 846 | A | \$ 17.12 | 64,426 | D | |
| Common Stock | 09/01/2011 | | S | | 846 | D | \$ 25.0824 | 63,580 | D | |
| Common Stock | 09/01/2011 | | M | | 7,272 | A | \$ 12.67 | 70,852 | D | |
| Common Stock | 09/01/2011 | | S | | 7,272 | D | \$ 24.7838 | 63,580 | D | |
| Common Stock | 09/01/2011 | | M | | 7,728 | A | \$ 12.67 | 71,308 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|--------|---|
| Common Stock | 09/01/2011 | S | 7,728 | D | \$ 24.7838 | 63,580 | D |
| Common Stock | 09/01/2011 | M | 14,154 | A | \$ 17.12 | 77,734 | D |
| Common Stock | 09/01/2011 | S | 14,154 | D | \$ 25.0986 | 63,580 | D |
| Common Stock | 09/02/2011 | M | 6,352 | A | \$ 12.14 | 69,932 | D |
| Common Stock | 09/02/2011 | S | 6,352 | D | \$ 24.4268 | 63,580 | D |
| Common Stock | 09/02/2011 | M | 3,648 | A | \$ 12.14 | 67,228 | D |
| Common Stock | 09/02/2011 | S | 3,648 | D | \$ 24.4268 | 63,580 | 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy) | \$ 12.14 | 09/02/2011 | | M | 6,352 | <u>(1)</u> 08/24/2014 | Common Stock | 6,352 |
| Incentive Stock Option (right to buy) | \$ 12.67 | 09/01/2011 | | M | 7,272 | <u>(1)</u> 03/11/2013 | Common Stock | 7,272 |
| Incentive Stock Option (right to buy) | \$ 17.12 | 09/01/2011 | | M | 14,154 | <u>(2)</u> 04/03/2012 | Common Stock | 14,154 |
| Non-Qualified Stock Option | \$ 12.14 | 09/02/2011 | | M | 3,648 | <u>(1)</u> 08/24/2014 | Common Stock | 3,648 |

(right to buy)

Non-Qualified
Stock Option (right to buy)

\$ 12.67

09/01/2011

M

7,728

(1)

03/11/2013

Common
Stock

7,7

Non-Qualified
Stock Option (right to buy)

\$ 17.12

09/01/2011

M

846

(3)

04/03/2012

Common
Stock

84

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JACKSON W KERRY 7500 E. COLUMBIA STREET EVANSVILLE, IN 47715 | | | EXECUTIVE VICE PRESIDENT - CFO | |

Signatures

W. Kerry
Jackson

09/06/2011

__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 two options combined will be exercisable in thirds, commencing one year after the date of grant.
- (2) The option becomes exercisable in thirds, commencing one year after the date of grant.
- (3) The option becomes exercisable in full, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.