

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 (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  | (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<br>7500 E. COLUMBIA STREET<br>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.