

SCHNEIDER STEVEN J
 Form 4
 March 30, 2011

FORM 4

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

OMB APPROVAL

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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 *
 SCHNEIDER STEVEN J

(Last) (First) (Middle)
 3308 N. MITTHOEFFER ROAD
 (Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FINISH LINE INC /IN/ [FINL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/28/2011

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)
 President & COO

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
Class A Common Stock	03/28/2011		S		8,269	D	\$ 19.15 108,103
Class A Common Stock	03/28/2011		M		12,000	A	\$ 8.155 120,103
Class A Common Stock	03/28/2011		S		12,000	D	\$ 19.1093 108,103
Class A Common	03/28/2011		M		23,269	A	\$ 4.51 131,372

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Stock								
Class A Common Stock	03/28/2011		S	23,269	D	\$ 19.1093	108,103	D
Class A Common Stock	03/28/2011		M	1,731	A	\$ 4.51	109,834	D
Class A Common Stock	03/28/2011		S	1,731	D	\$ 19.15	108,103	D
Class A Common Stock	03/29/2011		S	1,731	D	\$ 18.95	106,372	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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of S			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to Buy)	\$ 18.895	03/28/2011		A		45,812		03/28/2012	03/28/2021	Class A Common Stock	45,
Class B Common Stock	\$ 0 ⁽¹⁾	03/28/2011		A		10,475		03/28/2014	⁽²⁾	Class A Common Stock	10,
Class B Common Stock	\$ 0 ⁽¹⁾	03/28/2011		A		10,475		03/28/2014	⁽³⁾	Class A Common Stock	10,
Stock Options (Right to Buy)	\$ 8.155	03/28/2011		M		12,000		02/07/2003	02/07/2012	Class A Common Stock	12,

Stock Options (Right to Buy)	\$ 4.51	03/28/2011	M	23,269	03/11/2009	03/11/2018	Class A Common Stock	23,
Stock Options (Right to Buy)	\$ 4.51	03/28/2011	M	1,731	03/11/2009	03/11/2018	Class A Common Stock	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEIDER STEVEN J 3308 N. MITTHOEFFER ROAD INDIANAPOLIS, IN 46235			President & COO	

Signatures

/s/ Gary D. Cohen as attorney
in fact
03/30/2011
Date

Signature of 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).
- (1) When eligible for conversion Class B Common Stock is convertible into shares of Class A Common Stock on a one-to-one basis for no additional consideration.
- (2) This award of Class B Common Stock will vest on 3/28/14.
This award of Class B Common Stock is subject to the achievement of specified performance criteria which will not be measured until
- (3) 3/28/2014. Depending upon the level of achievement of the performance criteria, the actual number of Class B Common Stock shares that will vest may differ from this amount.

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.