

CAPLAN JONATHAN D  
Form 4  
March 23, 2012

**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 \*  
CAPLAN JONATHAN D

(Last) (First) (Middle)

GENESCO INC., 1415  
MURFREESBORO ROAD

(Street)

NASHVILLE, TN 37217

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GENESCO INC [GCO]

3. Date of Earliest Transaction (Month/Day/Year)  
03/21/2012

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)  
Sr Vice President

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 or Price		
Common Stock	03/21/2012		S		20,000 D \$ 74	52,637	D
Common Stock	03/23/2012		M		23,864 A \$ 16.76	76,501	D
Common Stock	03/23/2012		M		5,714 A \$ 17.5	82,215	D
Common Stock	03/23/2012		M		4,016 A \$ 24.9	86,231	D
Common Stock	03/23/2012		M		963 A \$ 36.4	87,194	D

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Common Stock      03/23/2012      M      2,233      A      \$ 38.14      89,427      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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Stock Options (right to buy)	\$ 16.76	03/23/2012		M	23,864	11/13/2006      11/13/2012	Common Stock      23,864
Stock Options (right to buy)	\$ 17.5	03/23/2012		M	5,714	10/21/2007      10/21/2013	Common Stock      5,714
Stock Options (right to buy)	\$ 24.9	03/23/2012		M	4,016	10/26/2008      10/26/2014	Common Stock      4,016
Stock Options (right to buy)	\$ 36.4	03/23/2012		M	963	10/25/2009      10/25/2015	Common Stock      963
Stock Options (right to buy)	\$ 38.14	03/23/2012		M	2,233	10/24/2010      10/24/2016	Common Stock      2,233

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer                      Other

CAPLAN JONATHAN D  
GENESCO INC.  
1415 MURFREESBORO ROAD  
NASHVILLE, TN 37217

Sr Vice President

## Signatures

Jonathan D.  
Caplan    03/23/2012

\_\_Signature of    Date  
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).

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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