SIFFORD CLIFTON E

Form 4 March 17, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

03/15/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * SIFFORD CLIFTON E			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			SHOE C	SHOE CARNIVAL INC [SCVL]			(Check all applicable)		
(Last)	(First)	Middle)	3. Date of	Earliest Tr	ansaction	`	**	,	
			(Month/Day/Year)			Director		Owner	
7500 E. COLUMBIA STREET			03/15/2011			X Officer (give title Other (specify below)			
						EVP - GENERAL MERCHANDISE MGR			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
EVANSVILLE, IN 47715			Form f Person				Form filed by More than One Reporting on		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Da	e 2A. Dee	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year) Executi	on Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(D)	Beneficially	(D) or	Beneficial	
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported Transaction(s)			

Code V

 $A^{(1)}$

Amount

15,000

(D)

Α

Price

\$0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

77,940

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					4, and 5)	Date	Expiration		Amount		
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

SIFFORD CLIFTON E **EVP - GENERAL** 7500 E. COLUMBIA STREET **MERCHANDISE EVANSVILLE, IN 47715 MGR**

Signatures

By: W. Kerry Jackson For: Clifton E 03/17/2011 Sifford

> **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) Restricted stock grant. Restrictions lapse upon the achievement of specified performance targets.

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.

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