MASON KATHLEEN

Form 4

October 25, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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January 31,

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * MASON KATHLEEN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First) (Middle)

(Zip)

GENESCO INC [GCO]

(Check all applicable)

GENESCO INC., 1415

3. Date of Earliest Transaction

(Month/Day/Year) 10/21/2011

_X__ Director 10% Owner Other (specify Officer (give title

below)

MURFREESBORO ROAD

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NASHVILLE, TN 37217

(State)

| | | Tuote 1 Tion Deliving Securities Hequited, Disposed 52, 62 Delicinary 6 When | | | | | | | |
|------------------------|--------------------------------------|--|------------|--|-----------|-------------|-------------------------|---------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. | 4. Securi | | • | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | (World Day Tear) | any | Code | Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | • • | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 10/21/2011 | | M | 4,000 | A | \$ 23.97 | 37,083 | D | |
| Common Stock | 10/21/2011 | | S | 4,000 | D | \$ 58.61 | 33,083 | D | |

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

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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. Transactio Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | rivative Expiration Date (ities (Month/Day/Year) red sed of 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8 I |
|---|---|---|---|--|---|-------|---|--------------------|---|--|-----|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Options (right to buy) | \$ 23.97 | 10/21/2011 | | M | | 4,000 | 06/26/2006 | 06/26/2012 | Common Stock | 4,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| MASON KATHLEEN GENESCO INC. 1415 MURFREESBORO ROAD NASHVILLE, TN 37217 | X | | | | | |

Signatures

Roger G. Sisson, attorney in fact 10/25/2011

**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).

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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