## Edgar Filing: WILLIAMS PAUL D - Form 4

WILLIAMS PAUL	L D								
Form 4 June 26, 2012									
FORM A							OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	<b>STATEMENT C</b> Filed pursuant to Section 17(a) of the 30(h	Expires: Estimated a burden hou response	rs per						
(Print or Type Response	es)								
1. Name and Address of WILLIAMS PAU	2. Issuer Name an Symbol GENESCO INC		Tradii	ng	5. Relationship of Reporting Person(s) to Issuer				
(Last) (Fi	rst) (Middle)					(Check all applicable)			
GENESCO INC., MURFREESBOR	(Month/Day/Year) 06/22/2012	-				Director 10% Owner X Officer (give title Other (specify below) below) VP & Chief Accounting Officer			
(St	4. If Amendment, I Filed(Month/Day/Ye	-	1		<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
NASHVILLE, TN	57217					Person			
(City) (St	ate) (Zip)	Table I - Non-	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
	any		tion(A) or Di (Instr. 3, -	. Securities Acquired A) or Disposed of (D) Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common 06/24 Stock	4/2012	Code V F	✓ Amount 319 <u>(1)</u>		Price \$ 59.68	(Instr. 3 and 4) 17,995	D		
Common 06/22 Stock	2/2012	F	404 <u>(1)</u>	D	\$ 59.68	17,591	D		
Common 06/22 Stock 06/22	2/2012	F	312 <u>(2)</u>	D	\$ 59.68	17,279	D		

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

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#### number.

# 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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WILLIAMS PAUL D GENESCO INC. 1415 MURFREESBORO ROAD NASHVILLE, TN 37217			VP & Chief Accounting Officer				

# Signatures

Paul D. 06/26/2012 Williams

<u>\*\*</u>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) Shares withheld to satisfy minimum tax withholding liability upon the vesting of restricted stock granted under the 2009 Equity Incentive Plan.
- (2) Shares withheld to satisfy minimum tax withholding liability upon the vesting of restricted stock granted under the Amended and Restated 2009 Equity Incentive Plan.

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.