SISSON ROGER G

Form 4 June 26, 2012

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

Form 5

subject to

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

OMB APPROVAL

ton, D.C. 20549 Number:
Expires:

3235-0287 January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
Estimated average burden hours per response... 0.5

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

See Instruction 1(b).

Common

Common

Stock

Stock

06/22/2012

06/22/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * SISSON ROGER G		Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)	(Middle)	GENESCO INC [GCO] 3. Date of Earliest Transaction			(Check all applicable)					
GENESCO INC., 141: MURFREESBORO R		(Month/Day/ 06/22/2012	· ·			DirectorX Officer (give below) Sr VP, Secr				
			ment, Date O Day/Year)	Original		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NASHVILLE, TN 372						Form filed by M Person	Iore than One Re	porting		
(City) (State)	(Zip)	Table I	- Non-Deriv	vative Secu	rities Acq	uired, Disposed of	, or Beneficial	ly Owned		
Security (Month/Da (Instr. 3)	any	on Date, if To C /Day/Year) (I	ransaction(A code (In Instr. 8)	Securities A A) or Dispose nstr. 3, 4 and (A) or mount (D)	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common 06/24/20 Stock	12		F 83	37 (1) D	\$ 59.68	58,834	D			

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

F

F

626 (2) D

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57,910

57,284

D

D

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
					Exercisable	Date		Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SISSON ROGER G GENESCO INC. 1415 MURFREESBORO ROAD NASHVILLE, TN 37217

Sr VP, Secretary & Gen Counsel

Signatures

Roger G. Sisson 06/26/2012

**Signature of Person 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).
- (1) Shares withheld to satisfy minimum tax withholding liability upon the vesting of restricted stock granted under the 2009 Equity Incentive
- (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.

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