

FINISH LINE INC /IN/  
Form SC 13G/A  
February 14, 2006

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

**SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 9)\***

**THE FINISH LINE, INC.**

**CLASS A COMMON STOCK, PAR VALUE \$0.01  
PER SHARE**

**317923100**

**DECEMBER 31, 2005**

**CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:**

- RULE 13D-1(B)**
- RULE 13D-1(C)**
- RULE 13D-1(D)**

**\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.**

**THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).**

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1745 (12-02)

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| CUSIP No. |
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|---|--|--------------------------|------------------|
| <b>1</b>  | NAME OF REPORTING PERSON<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)<br><br><b>Alan H. Cohen</b><br><b>305-52-3883</b> |                          |                  |
| <b>2</b>  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) ..<br>(b) ..         |                  |
| <b>3</b>  | SEC USE ONLY   |                          |                  |
| <b>4</b>  | CITIZENSHIP OR PLACE OF ORGANIZATION   | <b>United States</b>     |                  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | <b>5</b>   | SOLE VOTING POWER        | <b>2,184,794</b> |
|   | <b>6</b>   | SHARED VOTING POWER      | <b>0</b>         |
|   | <b>7</b>   | SOLE DISPOSITIVE POWER   | <b>2,172,794</b> |
|   | <b>8</b>   | SHARED DISPOSITIVE POWER | <b>0</b>         |
| <b>9</b>  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | <b>2,184,794</b>         |                  |
| <b>10</b>   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN Shares (See Instructions)  | ..                       |                  |
| <b>11</b>   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | <b>4.86%</b>             |                  |
| <b>12</b>   | TYPE OF REPORTING PERSON (See Instructions)  | <b>IN</b>                |                  |



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**ITEM 1.**

- (a) The Finish Line, Inc. (the "Issuer")
- (b) 3308 North Mitthoeffer Road  
Indianapolis, Indiana 46235

**ITEM 2.**

- (a) Alan H. Cohen
- (b) 3308 North Mitthoeffer Road  
Indianapolis, Indiana 46235
- (c) United States
- (d) Class A Common Stock, \$0.01 par value ("Class A Stock"). Alan H. Cohen is the record owner of shares of Issuer's Class B Common Stock, \$0.01 par value ("Class B Stock"), which are not registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Act"), but which are immediately convertible into an equal number of shares of Class A Stock. The Issuer's Class A Stock is registered under Section 12 of the Act.
- (e) 317923100

**ITEM 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**ITEM 4. Ownership**

- (a) Alan H. Cohen directly owns 2,168,794 shares of Class B Stock. Additionally, Mr. Cohen has received 12,000 shares of Class A Stock under the Company's Stock Incentive Plan that will vest in the future but has the power to vote these shares. Mr. Cohen also has been granted stock options under the Company's Stock Incentive Plan. The option to purchase 4,000 shares of the Class A Stock will vest in 60 days or less.
- (b) Mr. Cohen beneficially owns approximately 4.86% of the outstanding shares of Class A Stock.

|       |   |
|-------|---|
| (c)   | Number of Shares to which the Person has:                           |
| (i)   | Sole Power to Vote or to Direct the Vote of:<br>2,184,794           |
| (ii)  | 0   |
| (iii) | Sole Power to Dispose or to Direct the<br>Disposition of: 2,172,794 |
| (iv)  | 0   |

**ITEM 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable

**ITEM 8. Identification and Classification of Members of the Group**

Not Applicable

**ITEM 9. Notice of Dissolution of Group**

Not Applicable

**ITEM 10. Certifications**

Not Applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2006  
Date

By:                   /s/ Alan H. Cohen  
                          Alan H. Cohen