

JACKSON W KERRY
Form 4
September 06, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JACKSON W KERRY

2. Issuer Name and Ticker or Trading Symbol
SHOE CARNIVAL INC [SCVL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7500 E. COLUMBIA STREET

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2011

____ Director
 Officer (give title below) _____ Other (specify below)
EXECUTIVE VICE PRESIDENT - CFO

(Street)
EVANSVILLE, IN 47715

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/01/2011		M	846 A \$ 17.12	64,426	D	
Common Stock	09/01/2011		S	846 D \$ 25.0824	63,580	D	
Common Stock	09/01/2011		M	7,272 A \$ 12.67	70,852	D	
Common Stock	09/01/2011		S	7,272 D \$ 24.7838	63,580	D	
Common Stock	09/01/2011		M	7,728 A \$ 12.67	71,308	D	

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Common Stock	09/01/2011	S	7,728	D	\$ 24.7838	63,580	D
Common Stock	09/01/2011	M	14,154	A	\$ 17.12	77,734	D
Common Stock	09/01/2011	S	14,154	D	\$ 25.0986	63,580	D
Common Stock	09/02/2011	M	6,352	A	\$ 12.14	69,932	D
Common Stock	09/02/2011	S	6,352	D	\$ 24.4268	63,580	D
Common Stock	09/02/2011	M	3,648	A	\$ 12.14	67,228	D
Common Stock	09/02/2011	S	3,648	D	\$ 24.4268	63,580	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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 12.14	09/02/2011		M	6,352	<u>(1)</u> 08/24/2014	Common Stock	6,352
Incentive Stock Option (right to buy)	\$ 12.67	09/01/2011		M	7,272	<u>(1)</u> 03/11/2013	Common Stock	7,272
Incentive Stock Option (right to buy)	\$ 17.12	09/01/2011		M	14,154	<u>(2)</u> 04/03/2012	Common Stock	14,154
Non-Qualified Stock Option	\$ 12.14	09/02/2011		M	3,648	<u>(1)</u> 08/24/2014	Common Stock	3,648

