GENESCO INC
Form 4
October 26, 2005

# FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
*See Instruction
1(b).*

**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 [*]<br>Dennis Robert J | 2. Issuer Name **and** Ticker or Trading Symbol<br>**GENESCO INC [GCO]** | 5. Relationship of Reporting Person(s) to Issuer |
| --- | --- | --- |
| (Last)          (First)          (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | (Check all applicable) |
| GENESCO INC., 1415 MURFREESBORO ROAD | 10/25/2005 | _____ Director          _____ 10% Owner<br>__X__ Officer (give title _____ Other (specify<br>below)                              below)<br>Senior Vice President |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| NASHVILLE, TN 37217 | | |
| (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 | 10/25/2005 | | A | | 20,353 (1) | A | $ 0 | 25,353 | D | |
| Common Stock | 10/25/2005 | | A | | 12,448 (2) | A | $ 0 | 37,801 | 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 Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V | (A) | (D) | | | | |
| Stock Option (right to buy) | $ 36.4 | 10/25/2005 | | A | | 8,252 | | 10/25/2006(3) | 10/25/2015 | Common Stock | 8,252 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Dennis Robert J GENESCO INC. 1415 MURFREESBORO ROAD NASHVILLE, TN 37217 | | | Senior Vice President | |

# Signatures

| | |
|---|---|
| Robert J. Dennis | 10/26/2005 |
| **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)     Grant of restricted stock under 2005 Equity Incentive Plan, vesting on October 25, 2008.

(2)     Grant of restricted stock under 2005 Equity Incentive Plan, vesting in four annual installments, beginning on October 25, 2006.

(3)     The option vests in four equal annual installments, beginning October 25, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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