

FINISH LINE INC /IN/  
Form 4  
June 16, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
GENESCO INC

2. Issuer Name and Ticker or Trading Symbol  
FINISH LINE INC /IN/ [FINL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1415 MURFREESBORO ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2008

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

NASHVILLE, TN 37217-2895  
(City) (State) (Zip)

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

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock            | 06/13/2008                           |  | J(1)                           | 6,518,971 D   | (1) 0 (1)   | D  |  |

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

**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 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

**Edgar Filing: FINISH LINE INC /IN/ - Form 4**

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---------------|-----------|---------|-------|------------------|-----------------|-------|----------------------------|
|   | Director      | 10% Owner | Officer | Other |                  |                 |       |                            |
| GENESCO INC<br>1415 MURFREESBORO ROAD<br>NASHVILLE, TN 37217-2895 |               | X         |         |       |                  |                 |       |                            |

## Signatures

/s/ Roger G. Sisson, Senior Vice President, Secretary and General Counsel, on behalf of Genesco Inc. 06/16/2008

\_\_\_\_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).
- On March 3, 2008, Genesco Inc. ("Genesco"), The Finish Line, Inc. ("Finish Line"), Headwind, Inc. and UBS Securities LLC and UBS Loan Finance LLC (collectively, "UBS"), entered into a Settlement Agreement (the "Settlement Agreement") relating to the Agreement and Plan of Merger, dated as of June 17, 2007, by and among Genesco, Finish Line and Headwind, Inc. (the "Merger Agreement"). Pursuant to the Settlement Agreement, on March 7, 2008, Finish Line issued to Genesco 6,518,971 shares (the "Shares") of Finish Line Class A Common Stock, which was equal to 12.0% of the total post-issuance Finish Line outstanding shares of common stock (including Finish Line Class B Common Stock) as of such date. On April 30, 2008, the Board of Directors of Genesco declared a dividend on its common stock in order to distribute the Shares. On June 13, 2008, Genesco distributed the Shares, however, as required by the terms of the Genesco 2005 Equity Incentive Plan, the portion of the Shares (the "Restricted Shares") that holders of shares of Genesco restricted stock were entitled to receive pursuant to the dividend will be subject to the same restrictions (including with respect to vesting and transferability) as the underlying restricted shares. Accordingly, the Restricted Shares will be held by Genesco and transferred to the holders of the restricted stock only after the underlying restricted stock has vested. All voting rights associated with the Restricted Shares are held and exercisable by the holders of the underlying Genesco restricted stock. Genesco is required to sell any of the Restricted Shares that are forfeited by the holders.

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.