

FINISH LINE INC /IN/

Form 4

May 13, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Samuel Sato M

(Last) (First) (Middle)

3308 N. MITTHOEFFER ROAD

(Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

FINISH LINE INC /IN/ [FINL]

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

05/11/2016

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO, Director

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock	\$ 0	05/11/2016	A	19,536					03/28/2019	<u>(1)</u>	Class A Common Stock	19,536
Restricted Stock	\$ 0	05/11/2016	A	29,304					03/28/2019	<u>(2)</u>	Class A Common Stock	29,304
Restricted Stock	\$ 20.475	05/11/2016	A	199,601					03/28/2017	03/28/2026	Class A Common Stock	199,601
Restricted Stock	\$ 0	05/11/2016	A	65,449					03/01/2019	<u>(3)</u>	Class A Common Stock	65,449
Stock Options (Right to Buy)	\$ 18.335	05/11/2016	A	134,831					03/01/2017	03/01/2026	Class A Common Stock	134,831

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Samuel Sato M 3308 N. MITTHOEFFER ROAD INDIANAPOLIS, IN 46235	X		CEO, Director	

Signatures

/s/ Christopher C. Eck,
attorney-in-fact

05/13/2016

____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) This award of Restricted Stock will vest on 3/28/2019.

This award of Restricted Stock is subject to the achievement of specified performance criteria which will not be measured until
(2) 3/28/2019. Depending upon the level of achievement of the performance criteria, the actual number of shares that will vest may differ from this amount.

(3) This award of Restricted Stock will vest on 3/1/2019.

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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