

FINISH LINE INC /IN/

Form 4

June 16, 2008

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GENESCO INC

(Last) (First) (Middle)

1415 MURFREESBORO ROAD

(Street)

NASHVILLE, TN 37217-2895

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	06/13/2008		J ⁽¹⁾	6,518,971	D <u>11</u> 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
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displays a currently valid OMB control
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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)**

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GENESCO INC 1415 MURFREESBORO ROAD 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 (1) 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.