

FINISH LINE INC /IN/

Form 4

April 04, 2017

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

OMB APPROVAL

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 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 *
 Greenwell Melissa A.

(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)
 04/01/2017

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

EVP, COO

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 Beneficial Ownership (Instr. 4)
Class A Common Stock	04/01/2017		F	2,474 (1)	D \$ 14.25	46,534	D
Class A Common Stock					717	I	By Employee Stock Purchase Plan

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

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 information contained in this form are not**

SEC 1474
 (9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance-Based Restricted Stock	\$ 0 ⁽²⁾	04/01/2017		D	3,412	⁽²⁾ 04/01/2017	Class A Common Stock
Dividend Equivalent Rights	\$ 0 ⁽³⁾	04/01/2017		D	175	⁽³⁾ 04/01/2017	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greenwell Melissa A. 3308 N. MITTHOEFFER ROAD INDIANAPOLIS, IN 46235			EVP, COO	

Signatures

/s/ Christopher C. Eck, as attorney-in-fact for Melissa A. Greenwell 04/04/2017

__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) Withheld for the satisfaction of tax liabilities incurred upon the vesting of 7,642 shares of restricted stock.

(2) Each share of performance-based restricted stock represents a contingent right to receive one share of Class A Common Stock. The shares of performance-based restricted stock vest upon achieving certain performance goals, measured over a performance period including fiscal years 2015, 2016 and 2017. Dividend equivalent rights accrue with respect to these shares of performance-based restricted stock when and as dividends are paid on Class A Common Stock.

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- The reported dividend equivalent rights accrued on the reporting person's performance-based restricted stock and will become vested
- (3) proportionately with the performance-based restricted stock to which they relate. Each dividend equivalent right is the economic equivalent of one share of Class A Common Stock.

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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