

JACKSON W KERRY

Form 4

March 22, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACKSON W KERRY

(Last) (First) (Middle)

7500 E. COLUMBIA STREET

(Street)

EVANSVILLE, IN 47715

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SHOE CARNIVAL INC [SCVL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2019

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)

SENIOR EVP - COO & CFO

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)
Common Stock	03/20/2019		A	Amount (1) 3,458	A \$ 0 139,069	D	
Common Stock	03/20/2019		D	Amount (2) 5,990	D \$ 0 133,079	D	
Common Stock	03/20/2019		A	Amount (3) 18,375	A \$ 0 151,454	D	

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
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SEC 1474
(9-02)

number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
JACKSON W KERRY 7500 E. COLUMBIA STREET EVANSVILLE, IN 47715	Director 10% Owner Officer Other SENIOR EVP - COO & CFO

Signatures

W. Kerry
Jackson 03/22/2019

**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).

Issued as restricted stock units, which represent the contingent right to receive an equivalent number of shares of common stock of Shoe

- (1) Carnival, Inc. (the "Company"). The restricted stock units will vest in two equal annual installments commencing on March 31, 2020, subject to the reporting person's continuous service with the Company through such dates.

- (2) Represents the shares of performance-based restricted stock from the award granted to the reporting person on April 18, 2017 that were not earned based on the Company's cumulative fully diluted earnings per share for fiscal 2017 and fiscal 2018, as determined on March 20, 2019.

- (3) On April 9, 2018, the reporting person was granted performance stock units representing a contingent right to receive up to 18,375 shares of common stock at the maximum level of performance, with the number of performance stock units earned to be determined based on the Company's fully diluted earnings per share for fiscal 2018. As determined on March 20, 2019, the reporting person earned 18,375 performance stock units based on the Company's fiscal 2018 performance. One-half of these earned performance stock units will vest on March 31, 2019 and one-half will vest on March 31, 2020, subject to the reporting person's continuous service with the Company through such dates.

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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