

GENESCO INC
Form 4
June 15, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS PAUL D

(Last) (First) (Middle)

**GENESCO INC., 1415
MURFREESBORO ROAD**

(Street)

NASHVILLE, TN 37217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GENESCO INC [GCO]

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2005

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)

Chief Accounting Officer

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/14/2005		A		7,500	A	\$ 12.75	7,500	D
Common Stock	06/14/2005		A		3,000	A	\$ 6.06	10,500	D
Common Stock	06/14/2005		A		6,000	A	\$ 13.19	16,500	D
Common Stock	06/14/2005		A		3,000	A	\$ 16.63	19,500	D
Common Stock	06/14/2005		A		1,500	A	\$ 16.76	21,000	D

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Common Stock	06/14/2005	A	750	A	\$ 17.5	21,750	D
Common Stock	06/14/2005	A	21,750	D	\$ 36.18	0	D

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

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(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 (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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options (right to buy)	\$ 12.75	06/14/2005		M	7,500	10/28/2001 10/28/2007	Common Stock	7,500
Stock Options (right to buy)	\$ 6.06	06/14/2005		M	3,000	08/25/2002 08/25/2008	Common Stock	3,000
Stock Options (right to buy)	\$ 13.19	06/14/2005		M	6,000	11/04/2003 11/04/2009	Common Stock	6,000
Stock Options (right to buy)	\$ 16.63	06/14/2005		M	3,000	10/16/2004 10/16/2010	Common Stock	3,000
Stock Options (right to buy)	\$ 16.76	06/14/2005		M	1,500	11/13/2004 11/13/2012	Common Stock	1,500
	\$ 17.5	06/14/2005		M	750	10/21/2004 10/21/2013		750

Stock
Options
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS PAUL D GENESCO INC. 1415 MURFREESBORO ROAD NASHVILLE, TN 37217			Chief Accounting Officer	

Signatures

Paul D. Williams 06/15/2005

 **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).

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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