

BAKER TIMOTHY T
Form 4
March 22, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BAKER TIMOTHY T

(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
 Officer (give title below) _____ Other (specify below)
EXEC. VP - STORE OPERATIONS

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/20/2019 | | A | | 3,075 (1) \$ 0 | D | 122,948 (2) |
| Common Stock | 03/20/2019 | | D | | 4,803 (3) \$ 0 | D | 118,145 |
| Common Stock | 03/20/2019 | | A | | 15,038 (4) \$ 0 | D | 133,183 |

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

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SEC 1474
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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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAKER TIMOTHY T 7500 E. COLUMBIA STREET EVANSVILLE, IN 47715 | | | EXEC. VP - STORE OPERATIONS | |

Signatures

By: W. Kerry Jackson For: Timothy T. Baker
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 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.
- (1) Since the date of the reporting person's last Form 4, the reporting person transferred 6,766 shares of the Company's common stock to his previous spouse pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his previous spouse. Also, this number includes 53 shares purchased by the reporting person pursuant to the Company's Employee Stock Purchase Plan.
 - (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 15,038 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 15,038 performance stock units based on the Company's fiscal 2018 performance. One-half of these earned performance stock units will vest on

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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. 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.