

COHEN GARY D
Form 4
January 27, 2012

FORM 4

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

OMB APPROVAL

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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 *
COHEN GARY D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

3308 N. MITTHOEFFER ROAD

01/25/2012

Chief Administrative Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

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		
Class A Common Stock	01/25/2012		M		5,000 A \$ 0		137,203.0826 D
Class A Common Stock	01/25/2012		S		5,000 D \$ 21		132,203.0826 D
Class A Common Stock	01/25/2012		M		30,000 A \$ 0		162,203.0826 D
Class A Common	01/25/2012		S		30,000 D \$ 21.1809		132,203.0826 D

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Stock

Class A

Common 01/25/2012 M 20,000 A \$ 0 152,203.0826 D

Stock

Class A

Common 01/25/2012 S 20,000 D \$ 21.1809 132,203.0826 D

Stock

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 17.625	01/25/2012		M	5,000	03/04/2005 03/04/2014	Class A Common Stock 5,000
Stock Options (Right to Buy)	\$ 17.625	01/25/2012		M	30,000	03/04/2005 03/04/2014	Class A Common Stock 30,000
Stock Options (Right to Buy)	\$ 14.29	01/25/2012		M	20,000	03/01/2006 08/31/2015	Class A Common Stock 20,000
Stock Options (Right to Buy)	\$ 17.625					03/04/2005 03/04/2014	Class A Common Stock 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN GARY D 3308 N. MITTHOEFFER ROAD INDIANAPOLIS, IN 46235			Chief Administrative Officer	

Signatures

/s/ Christopher C. Eck,
attorney-in-fact

01/27/2012

__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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