SCHNEIDER STEVEN J

Form 4 July 24, 2012

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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OMB APPROVAL

Form 5 obligations

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

burden hours per response...

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SCHNEIDER STEVEN J | | | 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 | · · · · · · · · · · · · · · · · · · · | | | |
| 3308 N. MITTHOEFFER ROAD | | ROAD | (Month/Day/Year) 07/20/2012 | Director 10% Owner _X_ Officer (give title Other (specify below) President & COO | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| INDIANAPOL | IS, IN 4623 | 5 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | | | | | | | | | -5 |
|--------------------------------------|--------------------------------------|-------------------------|--------------------------|---|------------------|--------------------------|--------------------------------------|----------------------------------|----------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, if | 3. Transactio Code | 4. Securities Acquired on(A) or Disposed of | | | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial |
| (msu. <i>3)</i> | | any (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) | | Owned Following Reported | Indirect (I) (Instr. 4) | Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Class A Common Stock | 07/20/2012 | | C | 13,274 | A | <u>(1)</u> | 109,646 | D | |
| Class A Common Stock | | | | | | | 0 | I | Held by Son |

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

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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. Transactic Code (Instr. 8) | 5. Number of torDerivative 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 |
| Class B Common Stock | \$ 0 | 07/20/2012 | | C | | 13,274 | 07/20/2012 | 07/20/2012 | Class A Common Stock | 13,274 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHNEIDER STEVEN J 3308 N. MITTHOEFFER ROAD INDIANAPOLIS, IN 46235

President & COO

Signatures

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

07/24/2012

Date

**Signature of Reporting Person

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) These shares converted from Class B Common Shares to an equal number of Class A Common Shares on July 20, 2012. In addition, 68,365 unvested Class B Common Shares converted to an equal number of unvested Class A Common Shares on the same date.

Remarks:

Gift of shares to charitable organization

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.

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