

MARCHETTI MICHAEL L
 Form 4
 February 08, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
MARCHETTI MICHAEL L

(Last) (First) (Middle)
 3308 N. MITTHOEFFER ROAD
 (Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
02/07/2013

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)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	02/07/2013		M		20,000	A	\$ 14.29
Class A Common Stock	02/07/2013		S		20,000	D	\$ 18.4
Class A Common Stock	02/07/2013		M		10,000	A	\$ 12.03
Class A Common Stock	02/07/2013		S		10,000	D	\$ 18.42

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Stock

Class A Common Stock	02/07/2013	M	20,000	A	\$ 16.07	108,811.1235	D
Class A Common Stock	02/07/2013	S	20,000	D	\$ 18.44	88,811.1235	D
Class A Common Stock	02/08/2013	M	34,550	A	\$ 17.625	123,361.1235	D
Class A Common Stock	02/08/2013	S	34,550	D	\$ 18.49	88,811.1235	D
Class A Common Stock	02/08/2013	M	35,000	A	\$ 4.51	123,811.1235	D
Class A Common Stock	02/08/2013	S	35,000	D	\$ 18.547	88,811.1235	D

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

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SEC 1474
(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)	\$ 14.29	02/07/2013		M	20,000	03/01/2006 08/31/2015	Class A Common Stock	20,000	
Stock Options (Right to Buy)	\$ 12.03	02/07/2013		M	10,000	03/19/2008 03/19/2017	Class A Common Stock	10,000	

Buy)

Stock Options (Right to Buy)	\$ 16.07	02/07/2013	M	20,000	03/29/2007	03/29/2016	Class A Common Stock	20,000
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Stock Options (Right to Buy)	\$ 17.625	02/08/2013	M	34,550	03/04/2005	03/04/2014	Class A Common Stock	34,550
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Stock Options (Right to Buy)	\$ 4.51	02/08/2013	M	35,000	03/11/2009	03/11/2018	Class A Common Stock	35,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCHETTI MICHAEL L 3308 N. MITTHOEFFER ROAD INDIANAPOLIS, IN 46235			Executive Vice President	

Signatures

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

02/08/2013

__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. 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.