Yearwood Kathy A Form 4 June 22, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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

Form 5 obligations may continue. See Instruction

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 * Yearwood Kathy A

2. Issuer Name and Ticker or Trading Symbol

SHOE CARNIVAL INC [SCVL]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Stock

1(b).

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 06/22/2012

Director 10% Owner

(Check all applicable)

SVP CONTROLLER/PAO

below)

9.2467

Other (specify X_ Officer (give title

7500 E. COLUMBIA STREET

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

EVANSVILLE, IN 47715

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secur | rities Acqu | ired, Disposed of | , or Beneficiall | y 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. Securitor(A) or Di (Instr. 3, | sposed | d of (D) | 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) |
| Common | 06/22/2012 | | M | 3,750 | A | \$ | 39,813 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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. De Se (In |
|---|---|---|---|---|---------|--|--------------------|---|--|-----------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Incentive Stock Option (right to buy) | \$ 9.2467 | 06/22/2012 | | M | 3,750 | <u>(1)</u> | 12/29/2012 | Common Stock | 3,750 | \$ |

Reporting Owners

| Reporting Owner Name / | Address | Relationships |
|------------------------|---------|---------------|
| | | |

Director 10% Owner Officer Other

Yearwood Kathy A

7500 E. COLUMBIA STREET

EVANSVILLE, IN 47715 CONTROLLER/PAO

Signatures

KATHY A.

YEARWOOD 06/22/2012

**Signature of Reporting 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).
- (1) The option becomes exercisable in thirds, commencing one year after the date of grant.

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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