

JOHNSON MATTHEW N

Form 4

November 30, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON MATTHEW N

(Last) (First) (Middle)

GENESCO INC., 1415
MURFREESBORO ROAD

(Street)

NASHVILLE, TN 37217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GENESCO INC [GCO]

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (A) or (D)	Price	
Common Stock	11/29/2004		M		875	A \$ 6.06	3,557 D
Common Stock	11/29/2004		M		1,750	A \$ 13.19	5,307 D
Common Stock	11/29/2004		M		1,500	A \$ 16.63	6,807 D
Common Stock	11/29/2004		M		1,000	A \$ 16.76	7,807 D
Common Stock	11/29/2004		M		500	A \$ 17.5	8,307 D

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Common Stock	11/29/2004	S	5,625	D	\$ 29.89	2,682	D
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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)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 6.06	11/29/2004		M	875	08/25/1999 08/25/2008	Common Stock	875
Stock Options (right to buy)	\$ 13.19	11/29/2004		M	1,750	11/04/2000 11/04/2009	Common Stock	1,750
Stock Options (right to buy)	\$ 16.63	11/29/2004		M	1,500	10/16/2001 10/16/2010	Common Stock	1,500
Stock Options (right to buy)	\$ 16.76	11/29/2004		M	1,000	11/13/2003 11/13/2012	Common Stock	1,000
Common Stock (right to buy)	\$ 17.5	11/29/2004		M	500	10/21/2004 10/21/2013	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MATTHEW N GENESCO INC. 1415 MURFREESBORO ROAD NASHVILLE, TN 37217			Treasurer	

Signatures

Matthew N. Johnson	11/30/2004
**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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