

BAKER TIMOTHY T  
Form 4  
September 02, 2009

**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 \*  
BAKER TIMOTHY T

(Last) (First) (Middle)

7500 E. COLUMBIA STREET

(Street)

EVANSVILLE, IN 47715

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SHOE CARNIVAL INC [SCVL]

3. Date of Earliest Transaction (Month/Day/Year)  
08/31/2009

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)  
EXEC. VP - STORE OPERATIONS

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/31/2009		M	317 A \$ 8.5625	54,716	D	
Common Stock	08/31/2009		S	317 D \$ 16	54,399	D	
Common Stock	08/31/2009		M	271 A \$ 4.38	54,670	D	
Common Stock	08/31/2009		S	271 D \$ 16	54,399	D	
Common Stock	09/01/2009		M	96 A \$ 4.38	54,495	D	

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Common Stock 09/01/2009 S 96 D \$ 15.75 54,399 D

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

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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. 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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 4.38	08/31/2009		M	271	08/31/2009 <sup>(1)</sup> 12/10/2010	Common Stock	271
Non-Qualified Stock Option (right to buy)	\$ 4.38	09/01/2009		M	96	09/01/2009 <sup>(1)</sup> 12/10/2010	Common Stock	96
Non-Qualified Stock Option (right to buy)	\$ 8.5625	08/31/2009		M	317	08/31/2009 <sup>(1)</sup> 03/06/2010	Common Stock	317

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER TIMOTHY T 7500 E. COLUMBIA STREET EVANSVILLE, IN 47715			EXEC. VP - STORE OPERATIONS	

## Signatures

By: W. Kerry Jackson For: Timothy T Baker 09/02/2009

\_\_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).
- (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.