SHOE CARNIVAL INC Form 8-K March 29, 2005

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM 8-K

#### **CURRENT REPORT**

# PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 25, 2005 SHOE CARNIVAL, INC. (Exact name of registrant as specified in its charter) Indiana 0-21360 35-1736614 (State or other jurisdiction (Commission File (IRS Employer of incorporation) Number) Identification No.) 8233 Baumgart Road, Evansville, IN 47725 (Address of principal executive offices) (Zip Code) Registrant's telephone number, including area code (812) 867-6471

Not Applicable

(Former name or former address if changed since last report)

#### Edgar Filing: SHOE CARNIVAL INC - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

[ ]	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
[]	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
[]	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
[]	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR $240.13e-4(c)$ )

Item 1.01 Entry into a Material Definitive Agreement.

On March 25, 2005, the Board of Directors ("Board") of Shoe Carnival, Inc. (the "Company"), based on the recommendation of the Compensation Committee of the Board, approved the following actions:

#### Director's Compensation

The Board approved modifications to the compensation to be paid to the Company's non-employee directors. The annual retainer for each non-employee director was increased from \$15,000 to \$20,000. The Chairman of the Audit Committee will receive additional annual compensation of \$5,000, while the Chairman of the Compensatio: 1; border-bottom-width: 1">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)CodeVAmount(A) or (D)Price Common Stock, par value \$0.0106/06/2013 A 4,796 (1) A \$ 0 8,971 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	2	3. Transaction Date	3A Deemed	4.	5	6. Date Exercisable and	7. Title and	8. Price of
Derivative	Conversion		Execution Date, if	Transactio	orNumbor	Expiration Date	Amount of	Derivative
Derivative	Conversion	(Monul/Day/Tear)	Execution Date, ii	Transactio	onvunidei	Expiration Date	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)
	Derivative				Securities	3	(Instr. 3 and 4)	
	Security				Acquired			
					(A) or			
					Disposed			

9. Nu Deriv Secur Bene Own Follo Repo

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exp

Exercisable Date

Expiration Title Amount Date or

Number of Shares

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Killion Theo C/O ZALE CORPORATION 901 WEST WALNUT HILL LANE IRVING, TX 75038

X

**Signatures** 

Lacey J. Bundy, Attorney-in-Fact 06/10/2013

\*\*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).
- (1) These shares represent restricted stock units that are to be settled in common stock upon vesting. The restricted stock units will vest on the one-year anniversary of 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.

Reporting Owners 3

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