

WEAVER WAYNE J
Form 5
March 11, 2019

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WEAVER WAYNE J

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN OF THE BOARD

7500 E. COLUMBIA STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/02/2019

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

6. Individual or Joint/Group Reporting

(check applicable line)

EVANSVILLE, IN 47715

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

| 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 at end of Issuer's Fiscal Year (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) Amount Price | | | |
| Common Stock | 02/27/2018 | ^ | G | 1,000,000 (1) D \$ 0 | 1,499,922 (2) | D | ^ |
| Common Stock | 02/27/2018 | ^ | G | 1,000,000 (3) D \$ 0 | 499,922 (2) | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 2,499,922 (2) | I | By Spouse |

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

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SEC 2270 (9-02)

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|-------------------------------------|-------------------------------------|-------------------------------------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| WEAVER WAYNE J 7500 E. COLUMBIA STREET EVANSVILLE, IN 47715 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | CHAIRMAN OF THE BOARD |

Signatures

By: W. Kerry Jackson For: J. Wayne Weaver
Date: 03/11/2019

**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) On February 27, 2018, the reporting person transferred 1,000,000 shares of common stock of Shoe Carnival, Inc. (the "Company") to the J. Wayne Weaver 2018 Grantor Retained Annuity Trust for Leigh Anne Weaver (the "Leigh Weaver GRAT"). Leigh Anne Weaver is the sole trustee of the Leigh Weaver GRAT and, as sole trustee, has sole voting and dispositive power with respect to the shares held by the Leigh Weaver GRAT. The reporting person did not retain any voting or dispositive power over the shares held by the Leigh Weaver GRAT.

(2) Reflects the three-for-two stock split of the shares of the Company's common stock, which was effected in the form of a stock dividend paid on April 27, 2012 to shareholders of record at the close of business on April 13, 2012. As a result, the reporting person and the reporting person's spouse each received 833,307 shares of the Company's common stock as of April 27, 2012.

(3) On February 27, 2018, the reporting person transferred 1,000,000 shares of the Company's common stock to the J. Wayne Weaver 2018 Grantor Retained Annuity Trust for Bradley Wayne Weaver (the "Bradley Weaver GRAT"). Bradley W. Weaver is the sole trustee of the Bradley Weaver GRAT and, as sole trustee, has sole voting and dispositive power with respect to the shares held by the Bradley Weaver GRAT. The reporting person did not retain any voting or dispositive power over the shares held by the Bradley Weaver GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.