SEC Form 4

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FORM 4

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

OMB APPROVAL

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71

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] ESTEPA JAMES C			2. Issuer Name and Ticker or Trading Symbol <u>GENESCO INC</u> [GCO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) GENESCO INC.		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2006	x	Director Officer (give title below) Senior Vice Pres	10% Owner Other (specify below) sident				
1415 MURFREESBORO ROAD			4. If Amondment, Date of Original Filed (Menth/Dov/Wear)	6 India	idual or Joint/Croup Filing					
(Street) NASHVILLE	TN	37217	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	rting Person				
(City)	(State)	(Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1 Non Bervalive Geournies Alequinea, Disposed of, or Beneficially office											
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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	12/05/2006		М		12,500	A	\$17	53,479	D		
Common Stock	12/05/2006		М		25,000	A	\$16.76	78,479	D		
Common Stock	12/05/2006		М		25,000	A	\$17.5	103,479	D		
Common Stock	12/05/2006		М		20,000	A	\$24.9	123,479	D		
Common Stock	12/05/2006		S		82,500	D	\$40.229	40,979	D		

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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	umber vative urities uired or oosed D) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$17	12/05/2006		М			12,500	10/24/2005	10/24/2011	Common Stock	12,500	\$17	0	D	
Stock Option (right to buy)	\$16.76	12/05/2006		М			25,000	11/13/2006	11/13/2012	Common Stock	25,000	\$16.76	0	D	
Stock Option (right to buy)	\$17.5	12/05/2006		М			25,000	10/21/2006	10/21/2013	Common Stock	25,000	\$17.5	0	D	
Stock Option (right to buy)	\$24.9	12/05/2006		М			20,000	10/26/2006	10/26/2014	Common Stock	20,000	\$24.9	0	D	

Explanation of Responses:

Remarks:

Roger G. Sisson, attorney-in-

fact

12/07/2006

** Signature of Reporting Person Date

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

 \ast 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.

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 Number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints James S. Gulmi and Roger G. Sisson or either of them the undersigned's true and lawful attorneys-in-fact to:

(1) Execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer, as defined in the rules under Section 16(a) of the Securities Exchange Act of 1934, of Genesco Inc., a Tennessee corporation (the "Company"), Forms 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact, or such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the right and power herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 134.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of June, 2000.

JAMES C. ESTEPA /s/ James C. Estepa Title: Senior Vice President