

SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

Genesco Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
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 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

(GENESCO LOGO)

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The annual meeting of shareholders of Genesco Inc. will be held at the Company's executive offices, Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee, on Wednesday, June 28, 2000, at 10:00 a.m. The agenda will include the following items:

1. electing ten directors;
2. approving an amendment to the 1996 Stock Incentive Plan; and
3. transacting any other business that properly comes before the meeting.

Shareholders of record at the close of business on April 27, 2000, will be entitled to vote at the meeting.

By order of the board of directors,

/s/ ROGER G. SISSON
Roger G. Sisson
Secretary

May 25, 2000

IMPORTANT

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE MEETING. PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY PROMPTLY SO THAT YOUR SHARES WILL BE VOTED. A RETURN ENVELOPE WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES IS ENCLOSED FOR YOUR CONVENIENCE.

(GENESCO LOGO)

PROXY STATEMENT
FOR ANNUAL MEETING OF SHAREHOLDERS
WEDNESDAY, JUNE 28, 2000

The board of directors of Genesco Inc. ("Genesco" or the "Company") is furnishing this proxy statement in connection with its request for proxies to be voted at the annual meeting of shareholders. The meeting will be held at the Company's offices at 10:00 a.m. on Wednesday, June 28, 2000. The notice that accompanies this statement describes the items on the meeting agenda. This proxy material was first mailed to shareholders on or about May 25, 2000.

The Company will pay the cost of the proxy solicitation. In addition to this request, officers, directors and regular employees of the Company may solicit proxies personally and by mail, facsimile or telephone. They will receive no extra compensation for any solicitation activities. The Company has retained Georgeson & Co. Inc. to assist in the proxy solicitation. It will pay Georgeson a fee of \$8,500 and reimburse its expenses. The Company will request brokers, nominees, fiduciaries and other custodians to forward soliciting material to the beneficial owners of shares and will reimburse the expenses they incur in doing so.

All valid proxies will be voted as the board of directors recommends, unless the proxy card specifies otherwise. A shareholder may revoke a proxy before the proxy is voted at the annual meeting by giving written notice of revocation to the secretary of the Company, by executing and delivering a later-dated proxy or by attending the annual meeting and voting in person the shares the proxy represents.

The board of directors does not know of any matter that will be considered at the annual meeting other than those the accompanying notice describes. If any other matter properly comes before the meeting, persons named as proxies will use their best judgment to decide how to vote on it.

The Company's executive offices are located at Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee 37217.

VOTING SECURITIES

The various classes of voting preferred stock and the common stock will vote together as a single group at the annual meeting.

April 27, 2000 was the record date for determining who is entitled to receive notice of and to vote at the annual meeting. On that date, the number of voting shares outstanding and the number of votes entitled to be cast were as follows:

CLASS OF STOCK	NO. OF SHARES	VOTES PER SHARE	TOTAL VOTES

Subordinated Serial Preferred Stock:			
\$2.30 Series 1	37,083	1	37,083
\$4.75 Series 3	19,369	2	38,738
\$4.75 Series 4	16,412	1	16,412
\$1.50 Subordinated Cumulative Preferred Stock	30,017	1	30,017
Employees' Subordinated Convertible Preferred Stock	75,088	1	75,088
Common Stock	21,578,325	1	21,578,325
=====			

A majority of the votes entitled to be cast on a matter constitutes a quorum for action on that matter. Once a share is represented at the meeting, it is considered present for quorum purposes for the rest of the meeting. Assuming enough shares for a quorum, a director will be elected if more votes are cast for than against election. Abstentions and shares represented at the meeting but not voted on a particular matter due to a broker's lack of discretionary voting power ("broker non-votes") will be counted for quorum purposes but not as votes cast for or against the election of directors. The proposed 1996 Stock Incentive Plan amendment requires approval by a majority of the Company's issued and outstanding common stock, because of a provision in the Plan. Consequently, abstentions and broker non-votes will effectively count as votes against approval. All the matters on the agenda for the meeting are routine matters as to which, under applicable New York Stock Exchange rules, a broker will have discretionary authority to vote if instructions are not received from the client at least 10 days prior to the annual meeting.

ELECTION OF DIRECTORS

Ten directors are to be elected at the meeting. They will hold office until the next annual meeting of shareholders and until their successors are elected and qualify. All the nominees except Mr. Dale are presently serving as directors and all have

agreed to serve if elected. The shares represented by valid proxies will be voted FOR the election of the following nominees, unless the proxies specify otherwise. If any nominee becomes unable or unwilling to serve prior to the annual meeting, the board of directors will reduce the number of directors comprising the board, pursuant to the Company's bylaws, or the proxies will be voted for a substitute nominee recommended by the board of directors.

INFORMATION CONCERNING NOMINEES

The names, ages and principal occupations of the nominees and certain information regarding their business experience are set forth below:

LEONARD L. BERRY, Ph.D., 57, Distinguished Professor of Marketing, Texas A&M University. Dr. Berry has been a professor of marketing at Texas A&M University since 1982. He is the founding Director of the Center for Retailing Studies, holds the J.C. Penney Chair in Retailing Studies at Texas A&M and is author of several books. He is a director of Lowe's Companies, Inc., Hastings Entertainment, Inc. and Canned Foods, Inc. and became a Genesco director in 1999.

ROBERT V. DALE, 63, Consultant. Mr. Dale has been a business consultant since 1998. He was president of Windy Hill Pet Food Company, a pet food manufacturer, from 1995 until 1998. Previously, he served as president of Martha White Foods for approximately six years during the 1970s and again from 1985 to 1994. He was also president of Beatrice Specialty Products division and a vice president of Beatrice Companies, Inc., the owner of Martha White Foods. He is a director of SunTrust Bank Nashville, N.A., CBRL Group, Inc., Nashville Wire Products and Zatarain's of New Orleans.

W. LIPSCOMB DAVIS, JR., 68, Partner, Hillsboro Enterprises. Mr. Davis has been a principal of Hillsboro Enterprises, an investment partnership, and of its corporate predecessor since 1960. He has been a director of Genesco since 1988. He is also a director of American General Corp., SunTrust Bank Nashville, N.A. and Thomas Nelson, Inc.

JOEL C. GORDON, 71, Chairman, Crofton Capital Corporation. Mr. Gordon was named chairman of Crofton Capital Corporation, a venture capital firm, in February 2000. Previously, he was chairman of Cardiology Partners of America, a physician practice management company specializing in cardiology practices, from February 1997. He was chairman of the board of Surgical Care Affiliates from its founding in 1982 until 1996 and served as its chief executive officer from 1987 until 1996 when the Company was acquired by HealthSouth. Mr. Gordon

was a founder and served as president and vice-chairman of the board of General Care Corp., an owner and operator of acute care hospitals, from 1969 until its sale to Hospital Corporation of America in 1980. He has been a director of Genesco since 1992. Mr. Gordon is also a director of HealthSouth Corporation and Vanderbilt University Medical Center.

BEN T. HARRIS, 56, Chairman, President and Chief Executive Officer of Genesco. Mr. Harris joined the Company in 1967 and was named manager of the leased department division of Genesco's Jarman Shoe Company in 1980. In November 1991, he became president of the Jarman Shoe Company and in December 1994, president of the Company's retail division. In February 1996, he was named executive vice president -- operations of the Company. He became president and chief operating officer in October 1996, chief executive officer in February 1997 and chairman in November 1999.

KATHLEEN MASON, 51, Retailing Consultant. Ms. Mason, who joined Genesco's board in 1996, has been a freelance retailing consultant since leaving her position as president and chief merchandising officer of Filene's Basement, Inc. in 1999. She was president of the HomeGoods division of The TJX Companies, Inc., an apparel and home fashion retailer, from 1997 to 1999. She was employed by Cherry & Webb, a women's apparel specialty chain, from 1987 until 1992, as executive vice president, then until 1997 as chairman, president and chief executive officer. Her previous business experience includes senior management positions with retailers May Company, The Limited Inc. and the Mervyn's Stores division of Dayton-Hudson Corp.

HAL N. PENNINGTON, 62, Executive Vice President and Chief Operating Officer of Genesco. Mr. Pennington became a member of the Company's board in November 1999, when he was named to his current position. A Genesco employee since 1961, he was appointed president of the Johnston & Murphy division in 1997 and became senior vice president of the Company in 1998. He was president of the Dockers Footwear division from 1995 until 1997 and Vice President -- Wholesale of Johnston & Murphy from 1990 until 1995.

WILLIAM A. WILLIAMSON, JR., 64, Private Investor. Mr. Williamson was employed from 1958 to 1992 by Durr-Fillauer Medical, Inc., a distributor of pharmaceuticals, drug store sundries and medical, surgical and veterinary products, and became chief executive officer of that company in 1974 and chairman in 1981. He has been a director of Genesco since 1989. Mr. Williamson is also a director of Dunn Investment Company.

WILLIAM S. WIRE II, 68, Retired Chairman and Chief Executive Officer of Genesco. Mr. Wire joined the Company in 1962, was elected a vice president in

1971, senior vice president -- finance in 1984 and vice chairman and a director in 1985. He was elected president and chairman in 1986, served as chief executive officer from 1986 until 1993 and retired as chairman in 1994. Mr. Wire is also a director of Dollar General Corporation and American Endoscopy Service, Inc.

GARY M. WITKIN, 51, Director. Mr. Witkin served as president and chief executive officer of Service Merchandise Co., Inc., a retailer of jewelry and brand-name home products from March 1997 until January 1999. Previously, he had been president and chief operating officer of that company since November 1994. He was a director and vice chairman of Sak's Fifth Avenue from 1992 until 1994. Mr. Witkin was elected to Genesco's board in December 1996.

BOARD COMMITTEES AND MEETINGS

The board of directors met seven times during the fiscal year ended January 29, 2000 ("Fiscal 2000"). No director was present at fewer than 75% of the total number of meetings of the board of directors and the committees of the board on which he or she served during Fiscal 2000. A description of each board committee and its membership follows.

AUDIT COMMITTEE

Members: Joel C. Gordon (chairman), W. Lipscomb Davis, Jr. and Kathleen Mason

The audit committee met three times in Fiscal 2000. The functions of the audit committee are (i) to serve as the primary means of communication between the board of directors and both the independent accountants and the internal audit function, (ii) to assist and make recommendations to the board of directors in fulfilling its responsibilities relating to the Company's accounting, financial reporting and internal accounting control policies and practices, (iii) to review with the independent accountants and the internal audit function the scope of the annual audit plan, the results of the annual audit and the adequacy of the Company's internal accounting controls, (iv) to make recommendations to the board of directors with respect to the selection of independent accountants, (v) to review any non-audit services rendered by the independent accountants, (vi) to approve the fees payable to the independent accountants, (vii) to monitor compliance with the Company's legal compliance policies and (viii) to engage independent accountants and other professional advisors to conduct such special reviews or studies as the committee deems appropriate in fulfilling its responsibilities.

NOMINATING COMMITTEE

Members: W. Lipscomb Davis, Jr. (chairman), Ben T. Harris and William S. Wire II

The nominating committee met five times in Fiscal 2000. The function of the nominating committee is to make recommendations to the board of directors with respect to (i) the size of the board of directors, (ii) candidates for election to the board of directors, (iii) the designation of committees of the board of directors, their functions and members, (iv) the succession of the executive officers of the Company and (v) board policies and procedures and other matters of corporate governance. The nominating committee will consider for nomination as directors qualified nominees recommended by shareholders, who may submit recommendations to the committee in care of the secretary of the Company, giving in detail the qualifications and experience of the persons so recommended.

COMPENSATION COMMITTEE

Members: William A. Williamson, Jr. (chairman), Leonard L. Berry, Joel C. Gordon and Gary M. Witkin

The compensation committee met two times in Fiscal 2000. The functions of the compensation committee are (i) to approve the compensation of the officers of the Company, (ii) to review the salary ranges applicable to other employees of the Company whose base annual salary is at the rate of \$125,000 or more, (iii) to make recommendations to the board of directors with respect to the compensation of directors, (iv) to review and provide assistance and recommendations to the board of directors with respect to (a) management incentive compensation plans and (b) the establishment, modification or amendment of any employee benefit plan (as that term is defined in the Employee Retirement Income Security Act of 1974) to the extent that action by the board of directors is required, (v) to serve as the primary means of communication between the administrator of the Company's employee benefit plans and the board of directors and (vi) to administer the Company's 1996 Stock Incentive Plan, the 1987 Stock Option Plan and the Employee Stock Purchase Plan.

FINANCE COMMITTEE

Members: William S. Wire II (chairman), Ben T. Harris, Kathleen Mason and William A. Williamson, Jr.

The finance committee met four times in Fiscal 2000. The functions of the finance committee are (i) to review and make recommendations to the board with respect

to (a) the establishment of bank lines of credit and other short-term borrowing arrangements, (b) the investment of excess working capital funds on a short-term basis, (c) significant changes in the capital structure of the Company, including the incurrence of long-term indebtedness and the issuance of equity securities, (d) the declaration/omission of dividends and (e) the annual capital expenditure and charitable contribution budgets; (ii) to serve as the primary means of communication between the board of directors and the investment committee, the trustees of the Genesco Restricted Investments Pension Trust and the chief financial officer of the Company regarding the activities of such committee, trustees and officers with respect to certain of the Company's employee benefit plans (as that term is defined in the Employee Retirement Income Security Act of 1974) and (iii) to appoint, remove and approve the compensation of the trustees under any employee benefit plan.

DIRECTOR COMPENSATION

Directors who are not employees of the Company receive a retainer of \$15,000 per year and a fee of \$750 for each board or committee meeting they attend in person and \$500 for each meeting they attend by telephone. Each committee chairman receives an additional \$2,000 a year. The Company also pays the premiums for non-employee directors on \$50,000 of coverage under the Company's group term life insurance policy plus additional cash compensation to offset taxes on their imputed income from such premiums. Directors who are full-time Company employees do not receive any extra compensation for serving as directors.

The 1996 Stock Incentive Plan (the "Plan") provides for the issuance to directors who are not employees of the Company of up to 100,000 shares of common stock, subject to adjustment in certain circumstances. The proposed amendment to the Plan would increase the number of shares available for issuance to non-employee directors by 100,000. See "Approval of Amendment to 1996 Stock Incentive Plan." The Plan provides for the automatic issuance of shares of common stock valued at \$15,000 to a newly elected non-employee director on the date of the first annual meeting at which he or she is elected a director. The shares are subject to restrictions on transfer and, with certain exceptions, to forfeiture if the director's service terminates during the three years following the date of grant. The Plan also provides for an annual grant of options to purchase 4,000 shares of common stock at the stock's closing price on the New York Stock Exchange on the grant date. The Plan also permits non-employee directors to elect to exchange all or part of their annual retainers for shares of restricted stock at 75% of fair market value. Such shares are subject to restrictions on transfer for

five years and to forfeiture if the director's service terminates before the retainer represented by such shares is earned. As of April 30, 2000, 75,950 shares of common stock had been issued to non-employee directors pursuant to the Plan, of which 8,473 had been forfeited, leaving 32,523 shares available for future grants before the proposed amendment is effective. See "Approval of Amendment to 1996 Stock Incentive Plan."

SECURITY OWNERSHIP OF OFFICERS,
DIRECTORS AND PRINCIPAL SHAREHOLDERS

PRINCIPAL SHAREHOLDERS

The following table sets forth the ownership of the entities which, according to the most recent filings of Schedule 13G and amendments thereto, as applicable, by the beneficial owners as of the record date for this meeting, own beneficially more than 5% of the various classes of voting securities described on page 3 taken as a single voting group. Percentage data is calculated on outstanding shares at April 27, 2000.

NAME AND ADDRESS OF BENEFICIAL OWNER	CLASS OF STOCK	NO. OF SHARES	PERCENT OF CLASS
EnTrust Capital Inc.(1)	Common	1,384,375	6.4%
Eagle Asset Management, Inc.(2)	Common	1,987,813	9.2%

(1) Address: 650 Madison Avenue, New York, New York 10022. Number of shares from Schedule 13G amendment filed on February 11, 2000.

(2) Address: 880 Carillon Parkway, St. Petersburg, Florida 33776. Number of shares from a Schedule 13G amendment filed on January 7, 2000.

SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth information as of April 30, 2000, regarding the beneficial ownership of the Company's common stock by each of the Company's current directors, the additional nominee for election as a director, the persons required to be named in the Company's summary compensation table appearing elsewhere in the proxy statement and the current directors and executive officers as a group. None of such persons owns any equity securities of the Company other than common stock.

NAME	NO. OF SHARES(1)
Leonard L. Berry	8,159
Robert V. Dale	0
W. Lipscomb Davis, Jr.	70,732(2)
Joel C. Gordon	59,848(3)
Ben T. Harris	436,794(4)(5)
Kathleen Mason	17,613
William A. Williamson, Jr.	119,161
William S. Wire II	26,532
Gary M. Witkin	7,616
James S. Gulmi	259,831(4)
Hal N. Pennington	87,185(4)
James W. Boscamp	132,750(4)
Roger G. Sisson	30,500(4)
Current Directors and Executive Officers as a Group (15 Persons)	1,289,153(6)

- (1) Each director and officer owns less than 1% of the outstanding shares of the Company's common stock.
- (2) Includes 16,000 shares of common stock owned by Mr. Davis' mother, for whom he holds power of attorney. Mr. Davis disclaims beneficial ownership of his mother's shares.
- (3) Includes 10,750 shares owned by Mr. Gordon's wife.
- (4) Includes (i) with respect to Messrs. Harris, Gulmi, Pennington, Boscamp and Sisson 187,120, 162,043, 53,335, 79,750, and 30,500 shares, respectively, which may be purchased within 60 days upon exercise of options granted to them under the Company's stock option plans and (ii) with respect to all current executive officers, a total of 541,998 shares which may be purchased within 60 days upon exercise of options under such plans.
- (5) Includes 1,000 shares held by Mr. Harris's daughter, for which he disclaims beneficial ownership.
- (6) Constitutes approximately 6% of the outstanding shares of the Company's common stock.

COMPLIANCE WITH BENEFICIAL OWNERSHIP REPORTING RULES

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors and persons who own more than 10% of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Such officers, directors and shareholders are required by SEC regulations to furnish the Company with copies of all such reports that they file. Based solely on a review of copies of reports filed with the SEC and of written representations by officers and directors, all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis, except that, due to a clerical error, Mr. Pennington's Form 4 for the month of February 1999 was filed on April 7, 1999.

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table sets forth information concerning compensation earned by or awarded or paid to the chief executive officer and each of the other four most highly compensated executive officers employed by the Company at January 29, 2000 (together, the "named executive officers") for each of fiscal 1998, 1999, and 2000.

NAME AND PRINCIPAL POSITION AT JANUARY 29, 2000	FISCAL YEAR	ANNUAL COMPENSATION			RESTRICTED STOCK AWARDS (\$)	LONG-TERM COMPENSATION AWARDS SECURITIES UNDERLYING OPTIONS (#)	PAYOUTS (\$)(1)	ALL OTHER COMPENSATION (\$)
		SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)				
Ben T. Harris	2000	327,346	579,215	--	--	--	1,103,056	--
Chairman, President and Chief Executive Officer	1999	327,246	193,362	--	--	--	255,451	--
	1998	325,456	126,140	--	--	64,420	--	--
James S. Gulmi	2000	250,667	231,154	--	--	12,000	--	--
Senior Vice	1999	239,500	78,177	--	--	12,000	--	--
President -- Finance and Chief Financial Officer	1998	231,202	52,450	--	--	36,035	--	--
Hal N. Pennington	2000	244,372	154,755	--	--	75,000	--	--
Executive Vice President and Chief Operating Officer	1999	210,872	210,551	--	--	15,000	--	--
	1998	195,187	120,243	--	--	20,650	--	--
James W. Boscamp	2000	229,120	240,000	--	--	15,000	--	--
Senior Vice President	1999	190,572	13,320	--	--	12,000	--	--
	1998	190,572	104,848	--	--	10,000	--	--
Roger G. Sisson	2000	158,305	106,400	--	--	8,000	--	--
Secretary and	1999	149,138	35,520	--	--	8,000	--	--
General Counsel	1998	140,877	51,870	--	--	7,000	--	--

(1) The value, based on the closing price of the Company's common stock on the grant date, of a grant of 34,344 shares of stock in 1999 and 118,449 shares of stock in 2000.

OPTION GRANTS IN FISCAL 2000

The following table sets forth information regarding stock options granted to the named executive officers in Fiscal 2000. All the grants will become exercisable in four equal annual installments beginning on the first anniversary of the grant date. They expire on the tenth anniversary of the grant date, except that they are subject to earlier termination upon termination of the grantee's employment. No stock appreciation rights were granted by the Company in Fiscal 2000. The potential realizable values shown in the table are hypothetical, have not been discounted to reflect their present value and are not intended as a forecast of future stock price appreciation. Any gains which may be realized upon exercise of such options will depend upon the actual market price of the Company's common stock on the date the option is actually exercised.

OPTIONEE NAME	OPTIONS GRANTED	PERCENT OF TOTAL GRANTED	OPTION PRICE	MARKET PRICE ON GRANT DATE	EXPIRATION DATE	POTENTIAL REALIZABLE VALUE		
						0%	5%	10%
Ben T. Harris	--	--	N/A	N/A	N/A	--	--	--
James W. Boscamp	15,000	4.22%	\$13.1900	\$13.19	11/14/2009	\$ 0	\$124,378	\$ 315,244
James S. Gulmi	12,000	3.38%	\$13.1900	\$13.19	11/14/2009	\$ 0	\$ 99,502	\$ 252,195
Hal N. Pennington	75,000	21.10%	\$13.1900	\$13.19	11/14/2009	\$ 0	\$621,890	\$1,576,221
Roger G. Sisson	8,000	2.25%	\$13.1900	\$13.19	11/14/2009	\$ 0	\$ 66,335	\$ 168,130

The stock option grants were made under the Company's 1996 Stock Incentive Plan. The option price per share under the Plan may not be less than the fair market value of the Company's common stock (the closing price of the stock on the New York Stock Exchange) on the date the option is granted or the most recent previous trading date. Plan options may not be exercised during the first twelve months after the date of grant. Thereafter, options may be exercised as determined by the compensation committee of the board of directors. All the options will vest and become exercisable upon a change of control as described under "Change of Control Arrangements" below.

AGGREGATED OPTION EXERCISES IN FISCAL 2000 AND YEAR END OPTION VALUES

The following table sets forth information concerning (i) stock options exercised during Fiscal 2000 by the named executive officers, (ii) the number of shares subject to unexercised options held by such persons at January 29, 2000, indicating those currently exercisable and those not yet exercisable and (iii) the value of such unexercised options on January 29, 2000. The values of unexercised options are calculated by subtracting the exercise price from the closing market price of the common stock on the New York Stock Exchange on January 28, 2000

(\$9.313). In-the-money options are those whose exercise price is below market value.

NAME	SHARES ACQUIRED ON EXERCISE	VALUE REALIZED	NUMBER OF UNEXERCISED OPTIONS AS OF 1/28/2000		VALUE OF IN-THE-MONEY OPTION	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
Ben T. Harris	92,596	\$993,855.25	197,074	31,250	\$391,352.00	\$53,912.50
Hal N. Pennington	25,650	\$ 81,646.88	52,585	98,750	\$172,832.23	\$52,770.00
James S. Gulmi	88,363	\$935,198.37	155,793	34,750	\$641,743.63	\$56,233.25
James W. Boscamp	15,000	\$127,125.00	76,500	39,000	\$278,990.75	\$56,233.25
Roger G. Sisson	0	\$ 0.00	29,562	19,688	\$139,111.66	\$23,563.59

PENSION PLAN

The Genesco Retirement Plan is a noncontributory, qualified pension plan. Prior to December 31, 1995, it provided retirement benefits to eligible participants based on a formula taking into consideration the average of the 10 highest consecutive years' earnings of the participant, years of benefit service and other factors.

Effective January 1, 1996, the Retirement Plan was amended to establish a cash balance formula. Benefits earned prior to that date under the 10-year average formula were preserved as of that date. Under the new formula, each eligible participant's account is credited with an amount equal to 4% of his or her annual compensation plus an additional 4% of such compensation in excess of the Social Security taxable wage base (\$72,600 in 1999). The Internal Revenue Code limits to \$160,000 the amount of salary which may be taken into account in calculating Retirement Plan benefits in 1999. Taking into account the preserved benefit under the Retirement Plan prior to amendment and the projected total benefit under the amended Retirement Plan, and assuming that the participant's accrued benefits at normal retirement are taken in the form of a single life annuity, the estimated annual benefit payable for each named executive officer at retirement is as follows: Ben T. Harris -- \$56,310; James S. Gulmi -- \$75,123, Hal N. Pennington -- \$61,561, James W. Boscamp -- \$43,218 and Roger G. Sisson -- \$115,188.

The years of benefit service of the persons named in the Summary Compensation Table are: Ben T. Harris -- 32 years, James S. Gulmi -- 28 years, Hal N. Pennington -- 38 years, James W. Boscamp -- 8 years and Roger G. Sisson -- 6 years. The earnings of such persons for purposes of computing benefits under the Plan are substantially the same as set forth in the Summary Compensation Table in the salary and annual bonus columns, except that the Internal Revenue Code

limits to \$160,000 the amount of a person's annual earnings which may be taken into account in calculating benefits under the Retirement Plan during the calendar year 1999. A participant has no vested benefits under the Retirement Plan until he or she has five years' service with the Company.

CHANGE OF CONTROL ARRANGEMENTS

All the named executive officers are parties to employment protection agreements. The agreements become effective only in the event of a change of control, which will be deemed to have occurred if a person or group acquires securities representing 20% or more of the voting power of the Company's outstanding securities or if there is a change in the majority of directors in a contested election. Each agreement provides for employment by the Company for a term of three years following a change of control. The executive is to exercise authority and perform duties commensurate with his authority and duties immediately prior to the effective date of the agreement. He is also to receive compensation (including incentive compensation) during the term in an amount not less than that which he was receiving immediately prior to the effective date. If the executive's employment is actually or constructively terminated by the Company without cause during the term of the agreement, the executive will be entitled to receive a lump-sum severance allowance equal in Mr. Harris' case to three times and in the case of the other named executive officers to twice the compensation and benefits he would otherwise receive under the agreement for the remainder of the term, plus reimbursement for any excise tax owed thereon and for taxes payable by reason of the reimbursement.

All stock options granted by the Company under the Company's stock option plans become immediately vested and exercisable upon a change of control as defined in the stock option agreements entered into with each optionee, provided that at least one year has elapsed since the date the option was granted. The definition of change of control in the stock option agreements is substantially the same as in the employment protection agreements described above.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

General

The compensation committee (the "Committee") of Genesco's board of directors has general oversight responsibility for the compensation of the Company's executive officers. See "Election of Directors -- Compensation Committee" for a detailed description of the functions of the Committee. The Committee is currently

composed of the four directors named at the end of this report, none of whom are employees of the Company.

The compensation policies of the Committee are designed to attract and retain qualified key management personnel and to provide motivation and reward for achievement of the operating and strategic goals and objectives of the Company. The Committee also seeks to increase key management's ownership of the Company's common stock, with the goal of better aligning management's interests with those of the Company's shareholders. It is the Committee's policy to pay competitive base salaries and to provide executive officers with the opportunity, through annual cash incentive compensation, to earn above-average total cash compensation based on the achievement of outstanding results. The principal components of Genesco's executive compensation program currently are base salary, annual cash incentive compensation and stock options.

Base Salary

It is the Committee's general policy to approve competitive base salaries for its executive officers. Salary ranges are established for each executive officer's position, the mid-points of which approximate the median base salary ranges for positions of similar scope, complexity and responsibility in companies with comparable sales volume. The Committee annually reviews and, if appropriate, adjusts executive officers' salary ranges after considering the advice of senior management and independent compensation consultants. The principal comparative data underlying the consultants' advice to the Committee are limited neither to companies in the specific industries in which the Company competes nor to the companies included in the S&P weighted average industry index included in the stock performance graph. The Committee believes that the Company competes with employers outside the specific industry in which it does business to hire and retain qualified executives. In making individual base salary decisions, the Committee may consider, in addition to relevant market survey data, a mix of factors, including (i) the executive's experience, management and leadership ability and technical skills; (ii) the executive's compensation history; (iii) corporate or, if appropriate, operating unit performance and (iv) individual performance. While the Committee typically gives greater weight to the objective, market survey data, the weight to be given to the more subjective factors in particular cases is within the Committee's discretion.

Incentive Compensation

Executive officers participate in Genesco's management incentive compensation plan, which is designed to retain and motivate management and to focus its attention on the achievement of the Company's annual operating plan and identified, strategic objectives. The Committee reviews and adopts the plan after consultation with senior management.

Plan participants are selected by the chief executive officer, who is not eligible to participate in the plan. Approximately 309 management employees including all executive officers except the chief executive officer participated in the plan for Fiscal 2000; 355 management employees are participants in Fiscal 2001.

Under the Fiscal 2000 plan, executive officers were eligible to receive a fraction or multiple of a target award equal to as much as 50% of their base salaries. Participants who were presidents of the Company's operating divisions were eligible to earn cash awards in amounts determined 50% on the basis of changes in Economic Value Added (EVA*) for their respective divisions set by the chief executive officer during the first quarter of the fiscal year, 25% on the basis of EVA changes for the entire Company and 25% on the basis of individual strategic goals agreed upon by the participant and the chief executive officer during the first quarter of the fiscal year. Other participants' awards were determined 75% on the basis of corporate EVA changes and 25% on the basis of individual strategic goals similarly agreed with the chief executive officer. Participants' achievement of EVA change goals is objectively measurable. EVA is determined by subtracting a charge for the capital used to generate profit from a business unit's net operating profit after taxes. Each business unit's expected year-to-year change in EVA is determined in advance, as is the relationship between the magnitude of changes in EVA relative to expected levels and the bonus award. Achievement of individual strategic goals is somewhat subjective, although some goals include objective criteria. The participant's supervisor, generally in consultation with the participant, determines whether the goals have been met.

No portion of the award for achievement of individual strategic goals is ordinarily to be paid unless some portion of the applicable award for operating results was earned, although the plan authorized the Committee to consider exceptions for extraordinary strategic successes upon the recommendation of the chief executive officer. No exceptions of this nature were made under the Fiscal 2000 plan. An operating division president could not earn a greater percentage of the maximum award for corporate EVA changes than for his business unit's operating results. The Plan includes the following "bonus bank" feature: Awards for better than expected EVA are uncapped and a "negative award" for worse than ex-

pected results is possible. Any award in excess of three times the target bonus and any negative award is credited to the participant's account in the bonus bank. Each year, a participant will receive a payout equal to (i) the current year's award, up to three times the target, plus (ii) one third of the positive balance, if any, in the participant's account. Any positive balance is forfeited if the participant voluntarily resigns from employment by the Company or is terminated for cause. The Committee believes that the "bonus bank" feature of the plan offers improved incentives for management to focus on building long-term value in the Company, and that the forfeiture provisions will aid the retention of key employees. Awards totaling \$5,700,000 and averaging approximately 2.42 times the target were paid out under the Fiscal 2000 plan; awards totaling \$600,000 (net of negative "bank" balances) were "banked."

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 * EVA is a registered trademark of Stern Stewart & Co.

Stock Options

The Committee believes that granting stock options to selected key executives of the Company provides them with a strong incentive to make decisions which are in the long-term best interests of the Company and thus serves to balance the short-term annual cash incentive component of executive compensation. The Committee further believes that options tend to align the financial interests of management with those of the Company's shareholders, since the value of an option is dependent upon improvement in the Company's performance and the recognition of that improved performance in the market for the Company's common stock. Options are granted with an exercise price equal to or greater than the fair market value of the stock on the date of grant. Options are typically granted to executive officers and other key employees on an annual basis and typically become exercisable in installments of 25% of the total number of shares subject to the options.

In Fiscal 2000, the Committee granted a total of 355,500 options to 75 employees. Options granted under the plan expire ten years after the date of grant. Staggering the vesting of exercise rights requires the executive to remain employed by the Company for the entire vesting period to realize fully the gain on the total number of shares covered by the option. A total of 73 employees of the Company held options to purchase shares of the Company's common stock as of April 27, 2000.

Chief Executive Officer Compensation

Mr. Harris received a base salary of \$325,000 and a bonus of \$579,215 for Fiscal 2000. The bonus award approved by the Committee was based upon the same factors as those underlying the Management Incentive Compensation Plan for the fiscal year.

In February 1998, the Committee adopted a three-year, stock-based incentive compensation plan for Mr. Harris pursuant to which Mr. Harris agreed to forego salary increases and stock option grants during Fiscal 1999, 2000 and 2001. The resulting gap between his compensation level under the three-year plan and competitive base salaries and incentive compensation for chief executive officers of competitive companies for the three-year period -- approximately \$2.4 million, according to the Company's independent compensation consultants -- will be bridged with annual awards of common stock, contingent on the achievement of certain defined levels of growth in the Company's revenues and in its ratio of earnings before interest and taxes to sales. Each year's award will be multiplied by a factor between .75 and 1.25, based on the achievement of certain predetermined goals with respect to the Company's ratio of assets to sales. Mr. Harris may earn a maximum of 300,000 shares, representing a total of approximately 150% of the gap between competitive compensation levels and his non-contingent compensation, over the three-year period. Mr. Harris received a grant of 118,449 shares for Fiscal 2000.

In February 2000, in light of the exceptional performance of the Company in Fiscal 2000 and the difficulties experienced during the last two years by small to mid-size market capitalization companies such as the Company in achieving growth in market value reflecting the operational and earnings performance of such companies, the Committee reconsidered the appropriateness of the primarily stock-based incentive compensation plan adopted by the Committee for Mr. Harris in February 1998. The Committee in its review considered a number of subjective and objective factors, including the operating performance of the Company compared to business plan and market analyst expectations, the relative aggregate compensation level for chief executive officers of competitive companies, and the performance of small to mid-size market cap companies in general. After its review, the Committee believed given all the factors it considered that Mr. Harris was not adequately compensated for the contributions he has made in leading the Company to its strong, better-than-expected operating performance and that his level of compensation should be adjusted to provide a more competitive base salary for Fiscal 2001. The Committee voted to raise the annual base salary by \$100,000. The Committee also concluded that the equity incentives previously

awarded to Mr. Harris were adequate incentives and therefore no new equity awards were made to Mr. Harris.

Tax Deductibility Limit

Section 162(m) of the Internal Revenue Code generally provides that certain compensation in excess of \$1 million per year paid to a company's chief executive officer and any of its four other highest paid executive officers is not deductible by a company unless the compensation qualifies for an exception. This deduction limit generally applies only to compensation that could otherwise be deducted by a company in a taxable year. The Committee believes that no executive officer of the Company is likely to be paid compensation not exempt from Section 162(m) limits exceeding \$1 million in Fiscal 2001, unless because of better than planned operating results for the year, Mr. Harris's bonus payout exceeds approximately two times the target. The Committee considered that possibility in setting Mr. Harris's base salary and bonus opportunity and believes that the benefits to the Company of the incentive outweigh the potential loss of a tax deduction for any payout that results in his compensation's exceeding the Section 162(m) limit. The Committee will consider the requirements of Section 162(m) in authorizing or recommending future executive compensation arrangements.

By the Committee:
William A. Williamson, Jr., Chairman
Leonard L. Berry
Joel C. Gordon
Gary M. Witkin

STOCK PERFORMANCE GRAPH

The graph below compares the cumulative total shareholder return on the Company's common stock for the last five fiscal years with the cumulative total return of (i) the S&P 500 Index and (ii) the S&P Footwear-500. The graph assumes the investment of \$100 in the Company's common stock, the S&P 500 Index and the S&P Footwear-500 at the market close on January 31, 1995 and the reinvestment monthly of all dividends.

	GENESCO INC -----	S&P 500 INDEX -----	FOOTWEAR-500 -----
Jan 95	100.00	100.00	100.00
Jan 96	182.35	138.67	140.85
Jan 97	411.76	175.19	267.21
Jan 98	570.59	222.33	159.80
Jan 99	350.02	294.57	173.51
Jan 00	438.26	319.88	178.83

APPROVAL OF AMENDMENT TO 1996 STOCK INCENTIVE PLAN

Subject to shareholder approval, the board of directors has approved an amendment to the provisions of the 1996 Stock Incentive Plan reallocating 100,000 shares covered by the Plan from the pool available for grants to employees to the pool available for grants to non-employee directors. The total number of shares issuable under the Plan would remain unchanged.

NEW PLAN BENEFITS
PROPOSED AMENDMENT TO 1996 STOCK INCENTIVE PLAN

NAME AND POSITION	DOLLAR VALUE(\$)	NUMBER OF UNITS
Ben T. Harris, Chairman, President and Chief Executive Officer	-0-	-0-
Hal N. Pennington, Executive Vice President and Chief Operating Officer	-0-	-0-
James W. Boscamp, Senior Vice President	-0-	-0-
James S. Gulmi, Senior Vice President	-0-	-0-
Roger G. Sisson, Secretary and General Counsel	-0-	-0-
Executive Director Group	-0-	-0-
Non-Executive Director Group	(1)	100,000
Non-Executive Officer Employee Group	-0-	-0-

(1) Not presently determinable. Shares allocated to non-executive directors by the proposed amendment would be used for grants of restricted stock and options with an exercise price equal to the market value of the underlying shares at the grant date, all pursuant to the Plan.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE BY THE HOLDERS OF COMMON STOCK FOR THE PROPOSED AMENDMENT TO THE 1996 STOCK INCENTIVE PLAN, AND YOUR PROXY WILL BE SO VOTED UNLESS YOU SPECIFY OTHERWISE.

PROPOSALS FOR THE 2001 ANNUAL MEETING

Proposals of shareholders intended for inclusion in the proxy material for the 2001 annual meeting of shareholders must be received at the Company's offices at Genesco Park, P. O. Box 731, Nashville, Tennessee 37202-0731, attention of the secretary, no later than January 25, 2001.

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(GENESCO LOGO)

NOTICE OF
ANNUAL MEETING
AND
PROXY STATEMENT

ANNUAL MEETING
OF SHAREHOLDERS

JUNE 28, 2000

PROXY

GENESCO INC.
PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
THE COMPANY FOR ANNUAL MEETING JUNE 28, 2000

The undersigned hereby constitutes and appoints Ben T. Harris and W. Lipscomb Davis, Jr., and each of them, his true and lawful agents and proxies with full power of substitution in each, to represent the undersigned at the Annual Meeting of Shareholders of GENESCO INC. to be held on June 28, 2000, and at any adjournments thereof, on all matters coming before said meeting.

CHANGE OF ADDRESS: (Comments)

(If you have written in the above space, please mark in the corresponding box on the reverse side of this card)

YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICE BY MARKING THE APPROPRIATE BOXES, SEE REVERSE SIDE. YOU NEED NOT MARK ANY BOXES IF YOU WISH TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS, THOUGH YOU MUST SIGN AND RETURN THIS CARD IF YOU WISH YOUR SHARES TO BE VOTED.

|SEE REVERSE|
SIDE

[X] Please mark your votes as in this example.

This proxy when properly executed will be voted in the manner directed herein. If no direction is made, this proxy will be voted FOR each of the proposals referred to below.

The Board of Directors recommends a vote FOR all proposals.

- | | | | | | | | |
|--------------------------|---------|--------------|---|---|---------|-------------|-------------|
| 1. Election of Directors | FOR [] | WITHHELD [] | NOMINEES:
L.L. Berry, R.V. Dale, W.L. Davis, Jr.,
B.T. Harris, K. Mason, J.C. Gordon, H.N.
Pennington, W.A. Williamson, Jr., W.S.
Wire II and G.M. Wilkin | 2. Approval of Amendment to 1996 Stock Incentive Plan | FOR [] | AGAINST [] | ABSTAIN [] |
|--------------------------|---------|--------------|---|---|---------|-------------|-------------|

For, except vote withheld from the nominee(s) indicated below:

Change of []
Address/
Comments on
Reverse Side

By signing, you revoke all proxies heretofore given.

PLEASE MARK, SIGN, DATE, AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

SIGNATURE(S) _____ DATE _____

Note: Please sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If signer is a corporation, please sign full corporate name by duly authorized officer.