FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT | OF CHANGES | S IN BENEF | ICIAL O | WNERSH | IΡ |
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| l | OMB APPRO | VAL |
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| | OMB Number: | 3235-0287 |
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| l | hours per response: | 0.5 |

| | Check this box if no longer subject to |
|---|--|
| ١ | Section 16. Form 4 or Form 5 |
| | obligations may continue. See |
| | Instruction 1(b) |

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

| | | | | | _ | | . , | | | | Second of | | | 1.5 | D-I- | 4: 1-: | f D | D(-) | 4- 1 | | |
|---|--|------------------------|-----------------------|----------|--|--|------------------------|-------------------------|--|-------------------------------------|------------|---------------------------|---|--------------------------------|---|---------------------------------|---------------------------|---------------------------------------|--------------------------|---------------------------|--|
| 1. Name and Address of Reporting Person* | | | | | 2. Issuer Name and Ticker or Trading Symbol GENESCO INC [GCO] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | |
| <u>Desai Parag</u> | | | | 101 | CENTESCO INC [GCO] | | | | | | | | | Direc | ctor | 1 |)% Ov | wner | | | |
| | | | | - | | | | | | | | | _ | X | Office | er (give title | | ther (selow) | specify | | |
| (Last) | (| First) | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | | , | | - / | ric | | |
| GENESC | O INC. | | | | 06/ | 06/24/2015 | | | | | | | | Sr VP-Strategy & Shared Servic | | | | | | | |
| 1415 MURFREESBORO ROAD | | | | | | | | | | | | | | | | | | | | | |
| | | | | | _ 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| (Street) | | | | | | | | | | | | | | | ine) X | Form | filed by One | n Donorting | Dorco | nn. | |
| NASHVI | LLE 7 | 'N | 37217 | | | | | | | | | | | | , , , | | | | | | |
| - | | | | | - | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | |
| (City) | (| State) | (Zip) | | | | | | | | | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | |
| 1. Title of S | Security (In | str. 3) | | 2. Trans | action | | | | 3. | | | | | | | ount of | 6. Ownersh | | 7. Nature of Indirect | | |
| Date (Month/Date | | | | | Day/Yea | ay/Year) Execution Date, if any (Month/Day/Year) | | | Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5) | | | 3, 4 aı | Benef Owned Repor | | cially | Form: Dire (D) or Indir | ect | Beneficial Ownership (Instr. 4) | | | |
| | | | | | | | | | | | | | | | | (I) (Instr. 4) | | | | | |
| | | | | | | | | | Code | v | Amount | | (A) or (D) |) or Price | | Transaction(s) (Instr. 3 and 4) | | | | | |
| Common Stock 06/24/ | | | | | /2015 | | | | | | 6,492(| (1) A S | | \$0. | .00 6,492 | | 5,492 | D | | | |
| | | Ta | able II - I | Derivat | ive S | ecu | rities | Acani | ired. D | isno | sed of, | or B | enefi | ciall | v Ov | vned | | , | | | |
| | | | (| e.g., p | uts, c | alls | , warr | ants, | option | s, c | onvertib | le s | ecuri | ties) | , | | | | | | |
| 1. Title of Derivative | 2. Conversion | 3. Transaction Date | 3A. Deem Execution | | 4. | 4. Transaction | | | | 6. Date Exercisa Expiration Date | | 7. Title and Amount of | | | 8. Price of Derivative | | 9. Number o | of 10. Owners | | 11. Nature of Indirect | |
| Security | or Exercise | | if any | | Code (Inst | | str. Derivative | | (Month/D | | Securities | | | Security | | Securities | Form: | · 1 | Beneficial | | |
| (Instr. 3) Price of (Month/Day/Year) Derivative | | | | | Year) 8) | | Securities Acquired | | | | | | Underlying Derivative | | (Instr. 5) | | Beneficially Owned | or India | ect | Ownership (Instr. 4) | |
| | Security | curity (A) or Disposed | | | | | | Security (Instr. and 4) | | | | | str. 3 | | | Following Reported | (I) (Inst | . 4) | | | |
| | | | | | | | of (D) (Instr. 3, 4 | | | | | ′ | | | | | Transaction (Instr. 4) | (s) | | | |
| | | | | | and 5) | | | | | | | | | | (| | | | | | |
| | | | | | | | | | | | Amoun | | ount | | | | | | | | |
| | | | | | | or Numbe | | nber | | | | | | | | | | | | | |
| | | | | | Code | | | | Date Exercisal | | | of Title Shares | | ıres | | | | | | | |

Explanation of Responses:

1. Grant of restricted stock under Amended and Restated 2009 Equity Incentive Plan.

Remarks:

Parag Desai

06/25/2015

** Signature of Reporting Person

Date

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

- * 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.