FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APF	PROVAL
 OMP Number	2225 020

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

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

OIVID AFFROVAL							
OMB Number: 3235-02							
Estimated average burden							
hours per response:	0.5						

1. Name and Address of Reporting Person* MASON KATHLEEN					2. Issuer Name and Ticker or Trading Symbol GENESCO INC [GCO]										all app		ig Persor	10% C	wner	
(Last) GENESC	O INC.	, ,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2015 Officer (give title below)										Other below)	(specify			
1415 MURFREESBORO ROAD				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) NASHVI			37217												X		n filed by One n filed by Moi on		•	
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3)			2. Trans	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transa Code (3. 4. Securit Transaction Disposed Code (Instr. 5)		ties Acquired (A) d Of (D) (Instr. 3, 4			or 5. Am 4 and Secur Benef		ount of ties cially I Following	6. Owne Form: D (D) or In (I) (Instr	irect direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(<i>i</i>	A) or D)	Price	•	Transaction(s) (Instr. 3 and 4)				(1130.4)	
Common Stock				02/01	02/01/2015				A		1,287 ⁽¹⁾ A		A	\$0.	\$0.00		34,868)	
	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)	Conversion or Exercise (Month/Day/Year) Price of Derivative Security Execution Date, if any (Month/Day/Year)			Acquired (A) or Dispose of (D) (Instr. 3, and 5)		rative rities ired r osed)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) Amoun or Numbe of Title Shares		ount nber	ıt r		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owr Forr Dire or In (I) (II	ership n: ct (D) direct nstr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

Explanation of Responses:

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

Remarks:

Roger G. Sisson, attorney-in-

fact

02/04/2015

Date

** Signature of Reporting Person

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

- * 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.

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 25th day of February, 1998.

KATHLEEN MASON /s/ Kathleen Mason Title: Director