

NELSON DENNIS H
Form 4
May 27, 2009

FORM 4

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

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NELSON DENNIS H

(Last) (First) (Middle)

2407 W 24TH STREET

(Street)

KEARNEY, NE 68845

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BUCKLE INC [BKE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

PRESIDENT & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/22/2009		M		54,912	A	\$ 5.7933	2,611,519	D	
Common Stock	05/22/2009		S		54,912	D	\$ 34.8601	2,556,607	D	
Common Stock	05/26/2009		M		28,057	A	\$ 5.7933	2,584,664	D	
Common Stock	05/26/2009		M		31,943	A	\$ 5.7889	2,616,607	D	
Common Stock	05/26/2009		S		60,000	D	\$ 35.896	2,556,607	D	

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Common Stock	67,500	I	By Wife
Common Stock	3,906.2 <u>(7)</u>	I	Held by 401(k) Plan

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Purchase)	\$ 5.7933 <u>(1)</u>	05/22/2009		M		54,912 <u>(2)</u>		<u>(3)</u>	02/03/2011	Common Stock	54,912 <u>(2)</u>
Stock Option (Right to Purchase)	\$ 5.7933 <u>(1)</u>	05/26/2009		M		28,057 <u>(2)</u>		<u>(3)</u>	02/03/2011	Common Stock	28,057 <u>(2)</u>
Stock Option (Right to Purchase)	\$ 5.7889 <u>(4)</u>	05/26/2009		M		31,943 <u>(5)</u>		<u>(6)</u>	02/02/2012	Common Stock	31,943 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NELSON DENNIS H 2407 W 24TH STREET KEARNEY, NE 68845	X PRESIDENT & CEO

Signatures

Karen B. Rhoads by Power of
Attorney

05/27/2009

__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).

Exercise price was originally reported as \$20.51. Exercise price has been adjusted in accordance with the terms of the stock option plan to

- (1) reflect payment of special cash dividend on 1/2/2007, 3/2 stock split on 1/12/2007, payment of special cash dividend on 10/27/2008, and 3/2 stock split on 10/30/2008.

Number of stock options granted was originally reported as 103,500. Number of stock options outstanding has been adjusted in

- (2) accordance with the terms of the stock option plan to reflect payment of special cash dividend on 1/2/2007, 3/2 stock split on 1/12/2007, payment of special cash dividend on 10/27/2008, and 3/2 stock split on 10/30/2008.

- (3) Stock options became exercisable 100 percent on 6/2/2005.

Exercise price was originally reported as \$20.50. Exercise price has been adjusted in accordance with the terms of the stock option plan to

- (4) reflect payment of special cash dividend on 1/2/2007, 3/2 stock split on 1/12/2007, payment of special cash dividend on 10/27/2008, and 3/2 stock split on 10/30/2008.

Number of stock options granted was originally reported as 113,400. Number of stock options outstanding has been adjusted in

- (5) accordance with the terms of the stock option plan to reflect payment of special cash dividend on 1/2/2007, 3/2 stock split on 1/12/2007, payment of special cash dividend on 10/27/2008, and 3/2 stock split on 10/30/2008.

- (6) Stock options became exercisable 100 percent on 6/2/2005.

- (7) Holdings as of 4/30/2009, as reported by plan administrator.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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