

BUCKLE INC
Form 4
May 24, 2005

FORM 4

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

OMB APPROVAL

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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

(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)
05/23/2005

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/23/2005 | | M | | 104,900 A \$ 9.2917 | 991,658 | D |
| Common Stock | 05/23/2005 | | S | | 10,000 D \$ 38.8521 | 981,658 | D |
| Common Stock | 05/23/2005 | | S | | 4,900 D \$ 38.8512 | 976,758 | D |
| Common Stock | 05/23/2005 | | S | | 10,000 D \$ 38.8515 | 966,758 | D |
| Common Stock | 05/23/2005 | | S | | 10,000 D \$ 38.8514 | 956,758 | D |

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|--------------|------------|---|-------|---|-----------|-------------------------|---|---------------------|
| Common Stock | 05/23/2005 | S | 5,000 | D | \$ 38.853 | 951,758 | D | |
| Common Stock | 05/23/2005 | S | 5,000 | D | \$ 38.9 | 946,758 | D | |
| Common Stock | | | | | | 30,000 | I | by Wife |
| Common Stock | | | | | | 1,100 ⁽¹⁾ | I | by Dependent 3 |
| Common Stock | | | | | | 1,454.69 ⁽⁵⁾ | I | Held by 401(k) Plan |

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

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 control number.

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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 Number of Shares |
| Stock Option (Right to Purchase) | \$ 9.2917 ⁽²⁾ | 05/23/2005 | | M | 104,900 ⁽³⁾ | ⁽⁴⁾ 02/01/2007 | Common Stock 104,900 ⁽³⁾ |

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

05/24/2005

__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).
- (1) The reporting person disclaims beneficial interest in these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares.
- (2) Option price was originally reported as \$13.9375, but has subsequently been adjusted to reflect 3/2 stock split on 6/8/1998.
- (3) Number of options granted was originally reported as 97,200, but has subsequently been adjusted to reflect 3/2 stock split on 6/8/1998.
- (4) Exercisable upon certification that goals were met: 1/3 immediately, 1/3 on 1/30/1999 and 1/3 on 1/29/2000.
- (5) Holdings as of 4/30/2005, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.