

Mroczka Frank C
 Form 3
 October 11, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Mroczka Frank C (Last) (First) (Middle) C/O ZALE CORPORATION,Â 901 WEST WALNUT HILL LANE (Street) IRVING,Â TXÂ 75038-1033 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/24/2006	3. Issuer Name and Ticker or Trading Symbol ZALE CORP [ZLC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President Gordon's Jewelers	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	11,502	D	Â
Common Stock	198	I	401K

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Options (Right to buy) <u>(2)</u>	07/17/2003	07/17/2012	Common Stock	11,250	\$ 14.15	D	Â
Stock Options (Right to buy) <u>(3)</u>	07/12/2002	07/12/2011	Common Stock	4,498	\$ 15.88	D	Â
Stock Options (Right to buy) <u>(4)</u>	07/12/2001	07/12/2010	Common Stock	5,000	\$ 21.52	D	Â
Stock Options (Right to buy) <u>(5)</u>	07/22/2004	07/22/2013	Common Stock	40,000	\$ 23.23	D	Â
Stock Options (Right to buy) <u>(6)</u>	07/21/2005	07/21/2014	Common Stock	15,000	\$ 27.44	D	Â
Stock Options (Right to buy) <u>(7)</u>	09/06/2006	09/06/2015	Common Stock	30,000	\$ 27.52	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mroczka Frank C C/O ZALE CORPORATION 901 WEST WALNUT HILL LANE IRVING, TX 75038-1033	Â	Â	Â President Gordon's Jewelers	Â

Signatures

Frank Craig
Mroczka

10/11/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 2,000 restricted stock shares granted under the Zale Corporation 2003 Stock Incentive Plan that vest 100% on 7/21/2007. Also includes 5,000 time-vesting restricted stock units granted under the 2003 Stock Incentive Plan that vest 100% on 9/6/2008. This does not include 5,000 performance based restricted units granted to Mr. Mroczka on 11/11/2005 that entitle him to receive a specified number of shares of the company's common stock based on the achievement of performance targets established by the Company's Compensation Committee for fiscal years 2006 through 2008.
 - (2) Represents a 15,000 share grant approved under the Zale Corporation Omnibus Stock Incentive Plan that began vesting in four equal annual installments on 7/17/03.
 - (3) Represents an 18,000 share grant approved under the Zale Corporation Omnibus Stock Incentive Plan that began vesting in four equal annual installments on 7/12/02.
 - (4)

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Represents a 20,000 share grant approved under the Zale Corporation Omnibus Stock Incentive Plan that began vesting in four equal annual installments on 7/12/01.

- (5) Represents a 40,000 share grant approved under the Zale Corporation Omnibus Stock Incentive Plan that began vesting in four equal annual installments on 7/22/2004.
- (6) Represents a 15,000 share grant under the Zale Corporation 2003 Stock Incentive Plan that began investing in four equal annual installments on 7/21/05
- (7) Represents a 30,000 share grant approved under the Zale Corporation 2003 Stock Incentive Plan and which begins vesting in four equal annual installments on 9/6/06.

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.