NELSON DENNIS H

Form 4

December 13, 2010

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

See Instruction

1(b).

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**

(Street)

(Ctata)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BUCKLE INC [BKE]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director

10% Owner

2407 W 24TH STREET

(Month/Day/Year)

X_ Officer (give title _ below)

_ Other (specify

12/09/2010

PRESIDENT & CEO

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person

KEARNEY, NE 68845

Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3, 4	ed of (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)
Common Stock	12/09/2010		M	50,000	A	\$ 0.01	282,100	D	
Common Stock	12/09/2010		S	50,000	D	\$ 37.8991	232,100	D	
Common Stock	12/10/2010		M	50,000	A	\$ 0.01	282,100	D	
Common Stock	12/10/2010		S	50,000	D	\$ 38.4614	232,100	D	
Common Stock							2,413,505	I	By Trust

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Stock Stock	67,500	I	By Wife			
Common Stock	4,286.35 <u>(4)</u>	I	Held by 401(k) Plan			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.						

SEC 1474 Persons who respond to the collection of information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	erivative Expiration Date curities (Month/Day/Year) equired (A) Disposed of) sstr. 3, 4,		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)	\$ 0.01 (1)	12/09/2010		M	50,000 (2)	<u>(3)</u>	02/01/2013	Common Stock	50,000
Stock Option (Right to Purchase)	\$ 0.01 (1)	12/10/2010		M	50,000 (2)	<u>(3)</u>	02/01/2013	Common Stock	50,000

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 12/13/2010 Attorney

**Signature of Reporting Person Date

Reporting Owners 2

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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 \$16.60. Exercise price has been adjusted in 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, 3/2 stock split on 10/30/2008, payment of special cash dividend on 10/27/2009, and payment of special cash dividend on 12/21/2010.
- Number of stock options granted was originally reported as 103,500. Number of stock options outstanding has been adjusted in 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, 3/2 stock split on 10/30/2008, payment of special cash dividend on 10/27/09, and payment of special cash dividend on 12/21/2010.
- (3) Stock options became exercisable 100 percent on 4/1/2005.
- (4) Holdings as of 11/30/2010, 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.