

STAGE STORES INC
Form 4
June 09, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mosse Sharon

(Last) (First) (Middle)
10201 MAIN STREET
(Street)
HOUSTON, TX 77025
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STAGE STORES INC [SSI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2008

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)

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 06/05/2008 | | A | | 7,582 (1) \$ 0 | 18,206 | D |

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.

SEC 1474
(9-02)

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

Edgar Filing: STAGE STORES INC - Form 4

| 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) | 8. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Deferred Stock Units | \$ 13.53 | 06/05/2008 | | A | 2,956 (2) | (2) (2) | Common Stock (2) | 2,956 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mosse Sharon 10201 MAIN STREET HOUSTON, TX 77025 | | X | | |

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Sharon Mosse 06/09/2008

__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) Reflects the grant on June 5, 2008 of restricted shares of the issuer's common stock value at \$100,000 based on a net present value using the closing price of the issuer's common stock on that date. The shares will vest, on a three-year cliff basis, on June 5, 2011.
Reflects the reporting person's election to receive \$40,000 of her Total Annual Retainer Fees in exchange for 2,956 of the issuer's Deferred Stock Units under the issuer's 2003 Non-Employee Director Equity Compensation Plan. One-twelfth (1/12) of the number of Deferred Stock Units will be credited by the issuer to the reporting person's ledger account ("Account") on the first day of each month during the Term Year. Upon termination of service with the issuer or a hardship, the Director may elect either (i) a single lump sum of cash distribution of her Deferred Stock Unit Account, or (ii) a single distribution of her Deferred Stock Unit Account in the form of the issuer's restricted common stock. The number of shares of common stock to be issued will be equal to the number of Deferred Stock Units credited to the Director's Account.
- (3) Includes all derivative securities currently owned by the reporting person including those previously reported, 23 Deferred Stock Units credited to the reporting person's Deferred Stock Unit Account as a result of cash dividends paid to all shareholders.

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.