

STASYSZEN RICHARD E
Form 4
September 05, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
STASYSZEN RICHARD E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10201 MAIN STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Finance and Controller

HOUSTON, TX 77025

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

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

(City) (State) (Zip)

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 | 08/31/2012 | | A | | 29 ⁽¹⁾ \$ 21.4512 | D | |
| Common Stock | 08/31/2012 | | M | | 3,000 \$ 9.77 | D | |
| Common Stock | 08/31/2012 | | S | | 3,000 ₍₂₎ \$ 21.3645 ₍₃₎ | D | |
| Common Stock | 09/04/2012 | | M | | 6,750 \$ 19.18 | D | |
| Common Stock | 09/04/2012 | | S | | 6,750 ₍₂₎ \$ 21.5589 | D | |

Edgar Filing: STASYSZEN RICHARD E - Form 4

(4)

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)

| 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|----------------------------|
| Stock Appreciation Rights | \$ 9.77 | 08/31/2012 | | M | 3,000 | 03/27/2012 03/27/2016 | Common Stock | 3,000 |
| Stock Appreciation Rights | \$ 19.18 | 09/04/2012 | | M | 1,687 | 03/17/2007 03/17/2013 | Common Stock | 1,687 |
| Stock Appreciation Rights | \$ 19.18 | 09/04/2012 | | M | 1,688 | 03/17/2008 03/17/2013 | Common Stock | 1,688 |
| Stock Appreciation Rights | \$ 19.18 | 09/04/2012 | | M | 1,687 | 03/17/2009 03/17/2013 | Common Stock | 1,687 |
| Stock Appreciation Rights | \$ 19.18 | 09/04/2012 | | M | 1,688 | 03/27/2010 03/17/2013 | Common Stock | 1,688 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STASYSZEN RICHARD E 10201 MAIN STREET HOUSTON, TX 77025 | | | SVP, Finance and Controller | |

Signatures

/s/ Richard E.
Stasyszen

09/05/2012

__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) These shares, which were acquired pursuant to the Stage Stores Deferred Compensation Plan (the "Plan"), may not be transferred to an alternative investment within the Plan or liquidated by the reporting person and will remain in the reporting person's account until such date as the reporting person is no longer an employee of the issuer and for a period of six months thereafter, at which time they will be transferred to the reporting person.

(2) This sale was made pursuant to a pre-established, written plan for trading securities pursuant to Rule 10b5-1 adopted by the Securities Exchange Act of 1934.

(3) Reflects the weighted average sale price. Prices ranged from \$21.26 to \$21.50. The Reporting Person undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) Reflects the weighted average sale price. Prices ranged from \$21.50 to \$21.67. The Reporting Person undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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.