

DUNN PHILIP J  
Form 4  
January 25, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
DUNN PHILIP J

(Last) (First) (Middle)  
9950 MAYLAND DRIVE  
(Street)

RICHMOND, VA 23233

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CIRCUIT CITY STORES INC [CC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/24/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 or Price   |  |                                   |
| Circuit City Stores, Inc. Common Stock | 01/24/2006                           |  | M                              |   | 19,499 A \$ 14.08   |  | D                                 |
| Circuit City Stores, Inc. Common Stock | 01/24/2006                           |  | S                              |   | 4,200 D \$ 24.41  |  | D                                 |
| Circuit City                           | 01/24/2006                           |  | S                              |   | 2,900 D \$ 24.4   |  | D                                 |

Stores, Inc.  
Common  
Stock

Circuit  
City

|              |            |   |       |   |       |         |   |
|--------------|------------|---|-------|---|-------|---------|---|
| Stores, Inc. | 01/24/2006 | S | 3,319 | D | \$    | 155,725 | D |
|              |            |   |       |   | 24.39 |         |   |

Common  
Stock

Circuit  
City

|              |            |   |       |   |       |         |   |
|--------------|------------|---|-------|---|-------|---------|---|
| Stores, Inc. | 01/24/2006 | S | 3,800 | D | \$    | 151,925 | D |
|              |            |   |       |   | 24.38 |         |   |

Common  
Stock

Circuit  
City

|              |            |   |       |   |       |         |   |
|--------------|------------|---|-------|---|-------|---------|---|
| Stores, Inc. | 01/24/2006 | S | 2,650 | D | \$    | 149,275 | D |
|              |            |   |       |   | 24.37 |         |   |

Common  
Stock

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

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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 or Number of Shares                              |
| Employee Stock Option (Right to Purchase)  | \$ 14.08   | 01/24/2006                           |  | M                              | 19,499  | <u>(1)</u> 04/14/2006                                    | Common Stock 19,499   |

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

DUNN PHILIP J  
9950 MAYLAND DRIVE  
RICHMOND, VA 23233

Senior Vice President

## Signatures

/s/ Alice G. Givens,  
Attorney-in-fact

01/25/2006

\_\_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 options became exercisable in four equal annual installments beginning on April 14, 1999.
- (2) N/A - Employee stock option grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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