

Mosse Sharon
Form 4
June 05, 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 *
Mosse Sharon

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)
06/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)
Common Stock, \$0.01 par value	06/01/2006		A	3,483 (1)	A \$ 0 3,483	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.

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(9-02)

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

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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. 5)
Deferred Stock Units	\$ 31.09	06/01/2006		A	965 <u>(2)</u>	<u>(2)</u> <u>(2)</u>	Common Stock <u>(2)</u>	965 \$ 0

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 06/05/2006

____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) Reflects the grant on June 1, 2006 of restricted shares of the Company's common stock valued at \$100,000 based on the Black Scholes Pricing Model. The shares will vest, on a cliff basis, on June 1, 2009.
- (2) Reflects the Director's election to receive \$30,000 of her Total Annual Retainer fees for the 2006-2007 Term Year in exchange for 965 of the Company's Deferred Stock Units under the Company's 2003 Non-Employee Director Equity Compensation Plan. One-twelfth (1/12) of the number of Deferred Stock Units will be credited by the Company to the Director's ledger account ("Account") on the first day of each month during the Term year. Upon termination of service with the Company 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 Company'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 as well as 676 deferred stock units and options to purchase 11,250 shares of the issuer's common stock received by the reporting person on August 19, 2005 as a result of the three-for-two split of the issuer's common stock payable as a stock dividend to all holders of record of the issuer's common stock at the close of business on August 4, 2005 and the antidilution provisions of the issuer's Amended and Restated 2001 Equity Incentive Plan as approved by the issuer's shareholders on June 3, 2004.

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.