#### STAGE STORES INC

Form 4 March 30, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and A STASYSZE	Issuer Name and Ticker or Trading     Symbol     STAGE STORES INC [SSI]     Date of Earliest Transaction					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last)											
(Last) (First) (Middle)  10201 MAIN STREET			(Month/Day/Year) 03/28/2007					DirectorX Officer (give below) SVP, Fin		Owner er (specify oller	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
HOUSTON	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Non-E	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/28/2007			A	460 <u>(1)</u>	. ,	<u>(1)</u>	460	D		
Common Stock	03/28/2007			F	122	D	\$ 23.15	338	D		

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

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SEC 1474

(9-02)

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## 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation Rights (SARS)	\$ 22.96	03/28/2007		A	6,500 (2)	03/28/2008	03/28/2014	Common Stock	6,500

## **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/ R. E.

Stasyszen 03/30/2007

\*\*Signature of Person

\*\*Bignature of Person

## **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).
- Represents Performance Shares granted in 2004 and awarded as common stock on March 28, 2007 as a result of the completion of a three (1) year Performance Cycle that began on the first business day of the 2004 fiscal year (February 2, 2004) and ended on the last day of the 2006 fiscal year (February 3, 2007).
- On March 28, 2007, Mr. Stasyszen was granted Stock Appreciation Rights (SARS) with respect to a total of 6,500 shares of common (2) stock. The grant price for the SARS is \$22.96 per share of common stock. The SARS will vest 25% per year on the first of four anniversary dates from the date of grant and expire on March 28, 2014.
  - Includes all derivative securities currently owned by the reporting person including those previously reported and options to purchase 3,836 shares of the issuer's common stock received by the reporting person on January 31, 2007 as a result of the three-for-two split of the
- (3) 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 January 18, 2007 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.

Reporting Owners 2

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