SCHWARTZ DAVID Y

Form 4 June 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form filed by More than One Reporting

Check this box if no longer subject to Section 16.

Form 4 or
Form 5 pobligations may continue.
See Instruction

1. Name and Address of Reporting Person *

(State)

(Zip)

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(b).

SCHWARTZ DAVID Y Issuer Symbol STAGE STORES INC [SSI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction X_ Director (Month/Day/Year) 10% Owner Other (specify Officer (give title 10201 MAIN STREET 06/04/2009 below)

2. Issuer Name and Ticker or Trading

(Street)
4. If Amendment, Date Original
Filed(Month/Day/Year)
6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person

HOUSTON, TX 77025

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

							= =		/ ⁻	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)		Disposed of (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported			
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	06/04/2009		$A^{(1)}$	7.931	A	\$ 0	15.513	D		

Stock (15,515 L

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

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

number.

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
	Security			Disposed of (D) (Instr. 3, 4, and 5)					
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	\$ 12.68	06/04/2009	A(2)	4,337 (2)	(2)	(2)	Common Stock	4,337	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer Other				
SCHWARTZ DAVID Y 10201 MAIN STREET HOUSTON, TX 77025	X						

Signatures

/s/ R. E. Stasyszen, Attorney in Fact for David Y.
Schwartz
06/08/2009

**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 4, 2009 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 4, 2012.
 - Reflects the Director's election to receive \$55,000 of his Total Annual Retainer Fees in exchange for 4,337 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 Company to the Director's ledger account ("Account") on the first day of each month during the Term Year.
- (2) Upon termination of service with the Company or hardship, the Director may elect either (i) a single lump sum of cash distribution of his Deferred Stock Unit Account, or (ii) a single distribution of his 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 and 127 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.

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