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WOOLEDDIAN

WOOLF BR	IAN										
Form 4											
June 15, 2012	2										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi if no long								Expires:	January 31,		
subject to Section 1 Form 4 or		SEC	CURI	TIES		NERSHIP OF	Estimated a burden hou response	•			
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)										
1. Name and Address of Reporting Person <u>*</u> WOOLF BRIAN			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
		CHARMING SHOPPES INC [CHRS]					(Check all applicable)				
(N			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner Officer (give title Other (specify below) below)			
450 WINKS	S LANE	06	06/14/2012					Group President - Lane Bryant			
	. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
BENSALEN	M, PA 19020							Form filed by M Person			
(City)	(State)	(Zip)	Table I - N	lon-De	erivative S	ecurit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Code	f Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
~			Code	e V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	06/14/2012		U		27,614 (1)	D	\$ 7.35	21,697	D		
Common Stock	06/14/2012		А		40,011 (2)	А	\$ 0 (2)	61,708	D		
Common Stock	06/14/2012		D		61,708 (3)	D	\$ 7.35	0	D		

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

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number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoi Numl Share
Stock Appreciation Right (right to buy)	\$ 4.7	06/14/2012		D		202,429 <u>(4)</u>	(5)	07/07/2015	Common Stock	202.
Stock Appreciation Right (right to buy)	\$ 1.57	06/14/2012		D		175,000 <u>(4)</u>	(6)	03/22/2016	Common Stock	175,
Stock Appreciation Right (right to buy)	\$ 5.18	06/14/2012		D		66,936 (4)	(7)	04/04/2017	Common Stock	66,
Stock Appreciation Right (right to buy)	\$ 4	06/14/2012		D		200,000 (4)	(8)	03/28/2018	Common Stock	200
Stock Appreciation Right (right to buy)	\$ 6.04	06/14/2012		D		51,392 (4)	<u>(9)</u>	04/01/2019	Common Stock	51,

Reporting Owners

Reporting Owner Name / Addre	ess	Relationships						
1 0	Director	10% Owner	Officer	Other				
WOOLF BRIAN 450 WINKS LANE BENSALEM, PA 19020			Group President - Lane Bryant					
Signatures								
Brian Woolf	06/14/2012							

Date

<u>**</u>Signature of Reporting 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).
- (1) Disposition of shares in tender offer which constitutes a change in control for cash consideration equal to \$7.35 per share.
- (2) Issuance of shares in settlement of performance share units for no cash consideration in a transaction exempt under Rule 16b-3(d).
- (3) Disposition pursuant to a merger for cash consideration equal to \$7.35 per share in a transaction excempt under Rule 16b-3(e).

SAR canceled pursuant to a merger in exchange for cash consideration equal to the difference between \$7.35 and the exercise price of the(4) SAR multiplied by the number of SARs canceled. This transaction is exempt under Rule 16b-3(e). The merger became effective on the transaction date.

- (5) This SAR (granted 7/8/2008) became exercisable as to one-third of the shares on the third anniversary of the date of grant and each of the two remaining one-third vestings of the shares upon effectiveness of the merger.
- (6) This SAR (granted 3/23/2009) became exercisable as to 40% of the shares on the second anniversary of the date of grant, 30% of the shares on the third anniversary of the date of grant and the remaining 30% of the shares upon effectiveness of the merger.
- (7) This SAR (granted 4/5/2010) became exercisable as to 25% of the shares on the first and second anniversaries of the date of grant and each of the two remaining 25% vestings of the shares upon effectiveness of the merger.
- (8) This SAR (granted 3/29/2011) became exercisable as to 25% of the shares on the first anniversary of the date of grant and each of the three remaining 25% vestings of the shares upon effectiveness of the merger.
- (9) This SAR (granted 4/2/2012) became exercisable as to all of the shares upon effectiveness of the merger.

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.