STAGE STORES INC

Form 4 April 01, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

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

obligations

Check this box

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WARD MEL

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

(Street)

(State)

3. Date of Earliest Transaction

STAGE STORES INC [SSI]

(Check all applicable)

10201 MAIN STREET

(Month/Day/Year)

X_ Officer (give title

10% Owner Other (specify

03/28/2008

below)

Director

SVP, Real Estate 6. Individual or Joint/Group Filing(Check

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

(Instr. 8)

Applicable Line)

X Form filed by One Reporting Person

(Instr. 4)

Form filed by More than One Reporting Person

HOUSTON, TX 77025

(Zip)

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

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securitie Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Security Disposed of

(D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title

Exercisable Date

or Numbe

Amour

of Shares

Stock

Appreciation 8,000 Common \$ 15.87 03/28/2008 03/28/2009 03/28/2015 8,00 Α (1) Rights Stock

(SARs)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

WARD MEL

10201 MAIN STREET SVP, Real Estate

HOUSTON, TX 77025

Signatures

/s/ R. E. Stasyszen, Attorney in Fact for Mel 04/01/2008 Ward

> **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).

On March 28, 2008, Mr. Ward was granted Stock Appreciation Rights (SARs) with respect to a total of 8,000 shares of common stock.

(1) The grant price for the SARs is \$15.87 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, 2015.

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.

Reporting Owners 2