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GOTTSCHALKS INC

Form 3 July 20, 2006

FORM 3

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

OMB Number:

response...

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OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Engelman Donald

(Last)

(City)

(Instr. 4)

1. Title of Security

(First)

(Middle)

Statement

(Month/Day/Year)

06/28/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

GOTTSCHALKS INC [got]

(Check all applicable)

Manager

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O GOTTSCHALKS INC... 7 RIVER PARK PLACE EAST

(Street)

(State)

Director _X__ Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

VP/General Merchandise Person

Form filed by More than One

Reporting Person

FRESNO, CAÂ 93720

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

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

SEC 1473 (7-02) 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.

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

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

Derivative Security Direct (D) or Indirect

(I)

(Instr. 5)

Option to Purchase \hat{A} $\stackrel{(1)}{=}$ \hat{A} $\stackrel{(2)}{=}$ \hat{A} $\stackrel{(3)}{=}$ \hat{A} $\stackrel{(4)}{=}$ \hat{A} $\hat{A$

Reporting Owners

Reporting Owner Name / Address Relationships

Â

Director 10% Owner Officer Other

Engelman Donald

C/O GOTTSCHALKS INC. 7 RIVER PARK PLACE EAST FRESNO, CAÂ 93720

Â VP/General Merchandise Manager Â

Signatures

/s/ Donald Engelman 07/20/2006

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Options were granted on 7/31/2004 and 5/27/2005, however options become vested and exercisable in increments of 25% on each of the first, second, third and fourth anniversaries of the option date, and are exercisable over the next ten years from date of issue.
- (2) Options granted on 7/31/2004 expire on 7/31/2014 and options granted on 5/27/2005 expire on 5/27/2015.
- (3) Options granted on 7/31/2004 in the amount of 5,000 shares. Options granted on 5/27/2005 in the amount of 3,000 shares.
- (4) Options granted on 7/31/2004 at an option price of \$5.41 per share. Options granted on 5/27/2005 at an option price of \$10.48 per share.

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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