

EXPRESS, INC.
Form 5
March 13, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
Weiss Michael A

(Last) (First) (Middle)

C/O EXPRESS, INC., 1 EXPRESS DRIVE

(Street)

COLUMBUS, OH 43230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EXPRESS, INC. [EXPR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock, par value \$0.01	04/15/2014	Â	G	313,268 A \$ 0	1,269,130 (1)	D	Â
Common Stock, par value \$0.01	06/17/2014	Â	G	600,000 D \$ 0	669,130 (2)	D	Â

Common Stock, par value \$0.01	04/15/2014	Â	G	313,268	D	\$ 0	236,732	I	By the Michael A. Weiss Trust Agreement Gamma #4 <u>(3)</u>
Common Stock, par value \$0.01	06/17/2014	Â	G	600,000	A	\$ 0	600,000	I	By the Michael A. Weiss Trust Agreement Gamma #5 <u>(3)</u>
Common Stock, par value \$0.01	Â	Â	Â	Â	Â	Â	7	I	By the Declaration of Trust of Arlene Weiss

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiss Michael A C/O EXPRESS, INC., 1 EXPRESS DRIVE COLUMBUS,Â OHÂ 43230	Â X	Â	Â	Â

Signatures

Lacey J. Bundy,
Attorney-in-Fact

03/13/2015

__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) Total includes 1,255,916 shares that are held by the Declaration of Trust of Michael A. Weiss (the M. Weiss Trust). The M. Weiss Trust is a revocable trust of which Mr. Weiss is the trustee and sole beneficiary. Accordingly, these shares are reported as being held directly by Mr. Weiss.

(2) Total includes 655,916 shares that are held by the Declaration of Trust of Michael A. Weiss (the M. Weiss Trust). The M. Weiss Trust is a revocable trust of which Mr. Weiss is the trustee and sole beneficiary. Accordingly, these shares are reported as being held directly by Mr. Weiss.

(3) This trust is a grantor retained annuity trust for the benefit of Mr. Weiss and his descendants. Mr. Weiss is not the trustee of the trust and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.