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CHARMING SHOPPES INC

Form 424B3

November 20, 2002

Prospectus Supplement No. 2  
 Dated November 20, 2002  
 (to Prospectus dated October 2, 2002)

Filed Pursuant to Rule 424(b) (3)  
 Registration No. 333-98741  
 Cusip No. 161133AC7

\$150,000,000

CHARMING SHOPPES, INC.

4.75% Senior Convertible Notes due 2012 and  
 the Common Stock issuable upon conversion of the Notes

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The following table supplements the information set forth on pages 33 to 36 in the prospectus under Selling Securityholders with respect to the selling securityholders and the principal amount of notes beneficially owned by such selling securityholders that may be offered and sold pursuant to the prospectus dated October 2, 2002, as previously supplemented. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus and any previous prospectus supplements.

Name -----	Principal Amount At Maturity of Notes Beneficially Owned that May Be Sold -----	Percentage of Notes Outstanding -----	Number of Shares of Common Stock Owned Prior to the Offering -----	Number of Shares of Common Stock that May Be Sold -----
BP Amoco PLC Master Trust	\$819,000	*	82,895	82
Deutsche Bank Securities Inc.	3,350,000	2.2%	339,069	339
Hotel Union and Hotel Industry of Hawaii Pension Plan	344,000	*	34,818	34
Jefferies and Company Inc.	8,000	*	810	
Putnam Convertible Income - Growth Trust	4,660,000	3.1	471,660	471
Sphinx Convertible Arb Fund SPC	261,000	*	26,417	26
The Estate of James Campbell	237,000	*	23,988	23
The James Campbell Corporation	190,000	*	19,231	19
Univar USA Inc. Retirement Plan	110,000	*	11,134	11
Viacom Inc. Pension Plan Master Trust	30,000	*	3,036	3

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Zurich Institutional Benchmarks Master Fund Ltd.	1,637,000	1.1	165,688
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Because the selling securityholders listed above and in the prospectus under the caption Selling Securityholders may, pursuant to the prospectus, as supplemented, offer all or some portion of the notes, no estimate can be given as to the amount of notes that will be held by the selling securityholders upon termination of any such sales.

Furthermore, the selling securityholders identified in the table set forth in the prospectus under the caption Selling Securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes or common stock since the date on which they provided us with information regarding their notes or common stock, and we have not made any independent inquiries as to the foregoing.

Unless otherwise noted, all information provided in this prospectus supplement is as of November 20, 2002.