

STAGE STORES INC
Form 4/A
April 11, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LUCAS RON

(Last) (First) (Middle)
10201 MAIN STREET
(Street)

HOUSTON, TX 77025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STAGE STORES INC [SSI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
03/31/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, HR

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	03/29/2011		A	(1)	6,858 \$ 0	D	
Common Stock	03/29/2011		F		2,500 \$ 18.72	D	
Common Stock (2)	03/29/2011		A	(3)	4,700 \$ 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. 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)	Amount or Number of Shares
Stock Appreciation Rights (SARs) ⁽²⁾	\$ 18.84	03/29/2011		A	8,850 ⁽⁴⁾	03/29/2012 03/29/2018	Common Stock	8,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCAS RON 10201 MAIN STREET HOUSTON, TX 77025			EVP, HR	

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Ron Lucas
Date: 04/11/2011

 **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).
- Represents Performance Shares granted March 28, 2008 and awarded as common stock on March 29, 2011 as a result of the completion of the three year Performance Cycle that began on the first day of the 2008 fiscal year (February 3, 2008) and ended on the last day of the 2010 fiscal year (January 29, 2011).
- (1) of the three year Performance Cycle that began on the first day of the 2008 fiscal year (February 3, 2008) and ended on the last day of the 2010 fiscal year (January 29, 2011).
 - (2) Due to miscommunication, the shares of restricted common stock and the stock appreciation rights granted the reporting person were incorrectly reported. The purpose of this Amended Form 4 is to correctly report the reduced amounts of those grants. The performance shares granted the reporting person were correctly reported.
 - (3) On March 29, 2011, the reporting person was granted 4,700 shares of restricted common stock. The shares will vest 25% per year on the first four anniversary dates from the date of grant.
 - (4) On March 29, 2011, the reporting person was granted Stock Appreciation Rights (SARs) with respect to a total of 8,850 shares of common stock. The grant price for the SARs is \$18.84 per share of common stock, which was the closing price of the Issuer's common

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stock on that date. The SARs will vest 25% per year on the first four anniversary dates from the date of grant. They will expire on the earlier of (i) sixty days after termination of employment (one year if termination is due to death, disability or retirement), or (ii) seven years from the date of grant.

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.