

STASYSZEN RICHARD E

Form 4

September 05, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STASYSZEN RICHARD E

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

10201 MAIN STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/31/2012

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

SVP, Finance and Controller

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

HOUSTON, TX 77025

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/31/2012                              |                                                             | A                                    | 29 <sup>(1)</sup>                                                       | A \$<br>21.4512                                                                                                    | 18,201                                                                  | D                                                                 |
| Common<br>Stock                       | 08/31/2012                              |                                                             | M                                    | 3,000                                                                   | A \$ 9.77                                                                                                          | 21,201                                                                  | D                                                                 |
| Common<br>Stock                       | 08/31/2012                              |                                                             | S                                    | 3,000<br><sup>(2)</sup>                                                 | D \$<br>21.3645<br><sup>(3)</sup>                                                                                  | 18,201                                                                  | D                                                                 |
| Common<br>Stock                       | 09/04/2012                              |                                                             | M                                    | 6,750                                                                   | A \$ 19.18                                                                                                         | 24,951                                                                  | D                                                                 |
| Common<br>Stock                       | 09/04/2012                              |                                                             | S                                    | 6,750<br><sup>(2)</sup>                                                 | D \$<br>21.5589                                                                                                    | 18,201                                                                  | D                                                                 |

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(4)

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|----------------------------------------|
| Stock<br>Appreciation<br>Rights                     | \$ 9.77                                                            | 08/31/2012                              |                                                             | M                                    | 3,000                                                                                                           | 03/27/2012 03/27/2016                                          | Common<br>Stock                                                  | 3,000                                  |
| Stock<br>Appreciation<br>Rights                     | \$ 19.18                                                           | 09/04/2012                              |                                                             | M                                    | 1,687                                                                                                           | 03/17/2007 03/17/2013                                          | Common<br>Stock                                                  | 1,687                                  |
| Stock<br>Appreciation<br>Rights                     | \$ 19.18                                                           | 09/04/2012                              |                                                             | M                                    | 1,688                                                                                                           | 03/17/2008 03/17/2013                                          | Common<br>Stock                                                  | 1,688                                  |
| Stock<br>Appreciation<br>Rights                     | \$ 19.18                                                           | 09/04/2012                              |                                                             | M                                    | 1,687                                                                                                           | 03/17/2009 03/17/2013                                          | Common<br>Stock                                                  | 1,687                                  |
| Stock<br>Appreciation<br>Rights                     | \$ 19.18                                                           | 09/04/2012                              |                                                             | M                                    | 1,688                                                                                                           | 03/27/2010 03/17/2013                                          | Common<br>Stock                                                  | 1,688                                  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

STASYSZEN RICHARD E  
10201 MAIN STREET  
HOUSTON, TX 77025

SVP, Finance and Controller

## Signatures

/s/ Richard E.  
Stasyszen

09/05/2012

\_\_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) These shares, which were acquired pursuant to the Stage Stores Deferred Compensation Plan (the "Plan"), may not be transferred to an alternative investment within the Plan or liquidated by the reporting person and will remain in the reporting person's account until such date as the reporting person is no longer an employee of the issuer and for a period of six months thereafter, at which time they will be transferred to the reporting person.

(2) This sale was made pursuant to a pre-established, written plan for trading securities pursuant to Rule 10b5-1 adopted by the Securities Exchange Act of 1934.

(3) Reflects the weighted average sale price. Prices ranged from \$21.26 to \$21.50. The Reporting Person undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) Reflects the weighted average sale price. Prices ranged from \$21.50 to \$21.67. The Reporting Person undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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