

MacDowell MaryEllen  
Form 3  
June 22, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
MacDowell MaryEllen		(Month/Day/Year)	CHARMING SHOPPES INC [CHRS]	
(Last)	(First)	(Middle)	06/16/2010	
450 WINKS LANE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BENSALEM, PA 19020			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President - Fashion Bug	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,159	D	MacDowell MaryEllen

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)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Appreciation Rights (right to buy) <sup>(1)</sup>	04/01/2011 <sup>(2)</sup>	03/31/2015	Common Stock	11,919	\$ 5	D	Â
Stock Appreciation Rights (right to buy) <sup>(1)</sup>	01/21/2011 <sup>(3)</sup>	01/20/2016	Common Stock	35,000	\$ 1.19	D	Â
Stock Appreciation Rights (right to buy) <sup>(1)</sup>	03/23/2011 <sup>(4)</sup>	03/22/2016	Common Stock	65,000	\$ 1.57	D	Â
Stock Appreciation Rights (right to buy) <sup>(1)</sup>	04/05/2011 <sup>(5)</sup>	04/04/2017	Common Stock	24,173	\$ 5.18	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacDowell MaryEllen 450 WINKS LANE BENSALEM, PA 19020	Â	Â	Â President - Fashion Bug	Â

## Signatures

MaryEllen  
MacDowell

06/16/2010

\*\*Signature of  
Reporting Person

Date

## 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).

(1) Stock appreciation rights ("SAR") exercisable for stock, granted for no consideration other than services. The grant is exempt under Rule 16b-3(d).

(2) The SAR will become exercisable as to one-third of the underlying shares on the date indicated and each of the following two anniversaries of the date indicated, subject to acceleration and early expiration in the event of certain terminations of employment.

(3) The SAR will become exercisable as to one-third of the underlying shares on the date indicated and each of the following two anniversaries of the date indicated, subject to acceleration and early expiration in the event of certain terminations of employment.

(4) The SAR will become exercisable as to 40% of the underlying shares on the date indicated and 30% on each of the following two anniversaries of the date indicated, subject to acceleration and early expiration in the event of certain terminations of employment or if the awards are not assumed in a change of control.

(5) The SAR will become exercisable as to 25% of the underlying shares on the date indicated and each of the following three anniversaries of the date indicated, subject to acceleration and early expiration in the event of certain terminations of employment or if the awards are not assumed in a change of control.

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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