LEE JOHN Form 3 June 30, 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CHARMING SHOPPES INC [CHRS] LEE JOHN (Month/Day/Year) 06/25/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 450 WINKS LANE (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person BENSALEM, Â PAÂ 19020 (give title below) (specify below) Form filed by More than One VP - Chief Accounting Officer Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 28,817 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

currently valid OMB control number.

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

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				Shares		(I) (Instr. 5)	
Stock Appreciation Rights (right to buy) (1)	04/01/2011(2)	03/31/2015	Common Stock	3,152	\$ 5	D	Â
Stock Appreciation Rights (right to buy) (1)	03/23/2011(3)	03/22/2016	Common Stock	12,700	\$ 1.57	D	Â
Stock Appreciation Rights (right to buy) (1)	04/05/2011(4)	04/04/2017	Common Stock	6,112	\$ 5.18	D	Â
Non-Qualified Stock Option (right to buy)	10/15/2004	10/15/2011	Common Stock	1,000	\$ 5.1	D	Â
Non-Qualified Stock Option (right to buy)	10/15/2005(5)	10/15/2011	Common Stock	6,000	\$ 6.29	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LEE JOHN			VP - Chief			
450 WINKS LANE	Â	Â	Accounting	Â		
BENSALEM, PA 19020			Officer			

Signatures

JOHN LEE	06/25/2010		
**Signature of	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 dated indicated, subject to acceleration and early expiration in the event of certain terminations of employment.
- The SAR will become exercisable as to 40% of the underlying shares on the date indicated and 30% on each of the following two

 (3) 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.
- The SAR will become exercisable as to 25% of the underlying shares on the date indicated and each of the following three anniversaries (4) 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) Option became exercisable for 3,000 shares on the dated indicated and 3,000 shares on the first anniversary of the date indicated. 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.

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