ESHELMAN BRYAN Q

Form 3

December 02, 2011

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

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

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] ESHELMAN BRYAN Q (Month/Day/Year) 12/01/2011 (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 **EVP-Chief Supply Chain 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 5,615 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 currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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				Shares		(I) (Instr. 5)	
Stock Appreciation Rights (1)	10/18/2011(2)	10/17/2017	Common Stock	13,347	\$ 3.7	D	Â
Stock Appreciation Rights (1)	03/29/2012(2)	03/28/2018	Common Stock	45,000	\$ 4	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
Fg	Director	10% Owner	Officer	Other
ESHELMAN BRYAN Q 450 WINKS LANE BENSALEM Â PAÂ 19020	Â	Â	EVP-Chief Supply Chain Officer	Â

Signatures

BRYAN Q.
ESHELMAN

**Signature of Reporting 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).
- 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. 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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