CHARMING SHOPPES INC
Form 4
June 15, 2012

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUDSON KATHERINE M

(Last) (First) (Middle)

450 WINKS LANE

(Street)

BENSALEM, PA 19020

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CHARMING SHOPPES INC [CHRS]

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/14/2012		U		163,189 (1)	D	$ 7.35	71,578	D	
Common Stock	06/14/2012		D		71,578 (2)	D	$ 7.35	0	D	

Reminder: Report on a separate line for each class of securities beneficially 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.

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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	$ 4.78	06/14/2012		D			6,500 (3)	06/01/2004	06/26/2013	Common Stock	6,500
Restricted Stock Units	$ 0 (4)	06/14/2012		D			3,000 (4)	(4)	(4)	Common Stock	3,000
Deferred Shares	$ 0 (4)	06/14/2012		D			18,296 (4)	(4)	(4)	Common Stock	18,296

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUDSON KATHERINE M 450 WINKS LANE BENSALEM, PA 19020	X			

Signatures

Katherine M. Hudson	06/14/2012
**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) Disposition of shares in tender offer which constitutes a change in control for cash consideration equal to $7.35 per share.

(2) Disposition of shares resulting from restricted stock units and other deferrals pursuant to a merger for cash consideration equal to $7.35 per share in a transaction exempt under Rule 16b-3(e).

(3) Option canceled pursuant to a merger in exchange for cash consideration equal to the difference between $7.35 and the exercise price of the option multiplied by the number of options canceled. This transaction is exempt under Rule 16b-3(e).

(4) Restricted stock units ("RSUs") and deferred shares canceled pursuant to a merger in exchange for cash consideration equal to $7.35 per RSU or deferred share. RSUs and deferred shares were settleable upon termination of service as a director or earlier upon a change in control. RSUs and deferred shares generally were settleable by issuance of one share, or the cash value of one share, for each RSU or

deferred share being settled. This transaction is exempt under Rule 16b-3(e). A change in control became effective on the transaction date.

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.