STAGE STORES INC

Form 4 June 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GLAZER MICHAEL L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

STAGE STORES INC [STGS]

(Check all applicable)

(First) (Middle) (Last)

(Street)

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

X_ Director Officer (give title below)

10% Owner Other (specify

10201 MAIN STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

06/02/2005

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 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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.

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4. Transaction Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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Derivative (A) or Security Disposed of (D) (Instr. 3, 4,

(Instr. 3, and 5)

Code V (A) (D) Date Exercisable Expiration Date Title

or Numb of Shares

Amou

Stock

Options (Right to Buy)

A 2,500 06/02/2007(1) 06/02/2012(1) Common Stock 2,500

Other

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer

GLAZER MICHAEL L 10201 MAIN STREET X HOUSTON, TX 77025

Signatures

/s/ Michael

Glazer 06/06/2005

**Signature of Date
Reporting Person

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).

Options to purchase 2,500 shares of the Company's common stock were issued on June 2, 2005 with a per share exercise price of \$39.07. The term of these stock options is seven (7) years from the date of the grant (the "Option Term"). These stock options may not be

(1) exercised after the expiration of the Option Term (June 2, 2012). These stock options shall vest and become exercisable according to the following schedule: (1) two years from the date of grant (June 2, 2007), 50% of options may be exercised and (2) four years from the date of grant (June 2, 2009), 100% of the options may be exercised.

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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