STAGE STORES INC

Form 4 March 30, 2007

FORM 4

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

OMB 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

OMB APPROVAL

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 30(h) of the Investment Company Act of 1940

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GRUBBS GOUGH H			2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
			STAGE STORES INC [SSI]					(Check all applicable)				
(Last)	(First)	Middle)	3. Date of Earliest Transaction									
(Month/D 10201 MAIN STREET 03/28/20			· ·					Director 10% OwnerX_ Officer (give title Other (specify below) SVP, Logistics & Distribution				
(Street)			4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
HOUSTON	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Non-	De	rivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
a				Code V	1	Amount	(D)	Price	(Ilisti. 5 alid 4)			
Common Stock	03/28/2007			A	,	460 (1)	A	<u>(1)</u>	460	D		
Common Stock	03/28/2007			F		122	D	\$ 23.15	338	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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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 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlyin	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

\$ 22.96

Reporting Owner Name / Address	Relationships
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03/28/2007

Director 10% Owner Officer Other

Α

GRUBBS GOUGH H 10201 MAIN STREET HOUSTON, TX 77025

SVP, Logistics & Distribution

6,500

Common

Stock

03/28/2008 03/28/2014

6.50

(2)

Signatures

Stock

Rights

(SARS)

Appreciation

/s/ R. E. Stasyszen, Attorney in Fact for Gough Grubbs 03/30/2007

**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).
- Represents Performance Shares granted in 2004 and awarded as common stock on March 28, 2007 as a result of the completion of a three (1) year Performance Cycle that began on the first business day of the 2004 fiscal year (February 2, 2004) and ended on the last day of the 2006 fiscal year (February 3, 2007).
- On March 28, 2007, Mr. Grubbs was granted Stock Appreciation Rights (SARS) with respect to a total of 6,500 shares of common stock.

 (2) The grant price for the SARS is \$22.96 per share of common stock. The SARS will vest 25% per year on the first of four anniversary dates from the date of grant and expire on March 28, 2014.

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.

Reporting Owners 2