

WOO CAROLYN Y
Form 4
June 26, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOO CAROLYN Y

(Last) (First) (Middle)
9950 MAYLAND DRIVE
(Street)

RICHMOND, VA 23233

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CIRCUIT CITY STORES INC [CC]

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

06/24/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Circuit City Stores, Inc. Common Stock	06/26/2008		M		6,481	A	11	29,009.4728	D
Circuit City Stores, Inc. Common Stock	06/26/2008		M		173.6178	A	12	29,183.0906	D

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

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(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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units (2007 Award)	(4)	06/26/2008		M		6,481	(1)	(1)	Common Stock	6,481
Restricted Stock Units (2007 Award)	(4)	06/26/2008		M		173.6178	(2)	(2)	Common Stock	173.6178
Restricted Stock Units (2008 Award) (3)	(4)	06/24/2008		A		29,851	(5)	(5)	Common Stock	29,851

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOO CAROLYN Y 9950 MAYLAND DRIVE RICHMOND, VA 23233	X			

Signatures

/s/ Megan A. Hargroves,
Attorney-in-Fact

06/26/2008

**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) One hundred percent (100%) of the restricted stock units granted on June 26, 2007 have vested. These shares cannot be sold while serving as a member of the Board of Directors for Circuit City Stores, Inc.
- (2) One hundred percent (100%) of the Units paid as a dividend in connection with the restricted stock units granted on June 26, 2007 have vested. These shares cannot be sold while serving as a member of the Board of Directors for Circuit City Stores, Inc.
- (3) This award represents non-employee director's equity-based compensation for the 2009 fiscal year and has a fair market value on the date of grant of \$100,000.
- (4) 1 for 1
- (5) The restricted stock units shall vest one-hundred percent (100%) on June 24, 2009. Shares of common stock issued following the vesting of the units cannot be sold while serving as a member of the Board of Directors for Circuit City Stores, Inc.

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.