Edgar Filing: WILLIAMS CAROL - Form 4

Form 4 June 15, 2012 OMB APPROVAL Washington, D.C. 2054/ Section 16. OMB APPROVAL Million 2323-0287 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB APPROVAL Million 2323-0287 Statement of CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 4 or Form 4 or It is board abjection Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB APPROVAL Number 2015 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b). Statement of Securities Exchange Act of 1934, othors per response Statement of Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 Statement of Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 Statement of Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 Statement of Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 Statement of Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 Statement of Securities Act of 1944 (Print or Type Response) 1. Name and Address of Reporting Person (S) to Excertifies Act of 1940 State 1 Amendment, Date Original Filed/Mont/Day/Year) State Original Filed/Mont/Day/Year) State 1 Amendment, Date Original Filed/Mont/Day/Year) State 1 Von-Derivative Securities Acquired Scarities Acquired (Mont/Day/Year) State 1 - Non-Derivative Securities Acquired Scarities Acquired (Instr. 3) State of State Acquired Scarities Acquired (Instr. 4) State Acquired (Instr. 4) State of State Act Acqui	WILLIAMS	CAROL										
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Check his box if no longer subject to Section 16. Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may contine. See Instruction See Instruction 10. WILLIAMS CAROL WILLIAMS CAROL (Inst. 8) Symbol CHARMING SHOPPES INC (Check all applicable) (State) (State) (State) (State) Common Social 24. (Month/Day/Year) (Month/Day/Year) Common Stock 06/14/2012 Common Stock 06/14/2012 Common Stock 06/14/2012 Common Stock 06/14/2012 Common Stock 06/14/2012 Common Stock 06/14/2012 Common Control 06/14/2012 Common Stock 06/14/2012 Common Control 06/14/2012 Common Control 00 Control 00 Control 00 Control 00 Cont										OMB A	PPROVAL	
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1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Check all applicable) 450 WINKS LANE 0.5 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Director 10% Owner (City) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) WILLIAMS 2. Transaction Date 3. A. 2 Ceerned Executive Applicable Line) S. Amount of Stock (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) Securities Securities (Instr. 3) 6. Ownership 7. Nature of Security (Month/Day/Year) (Month/Day/Year) 2.A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities Acquired for Disposed of (D) Securities Securities Securities (Instr. 3) 6. Ownership 7. Nature of Securities (Instr. 3) (Month/Day/Year) Code V Amount (D) Price (Instr. 3) 6. Ownership 7. Stature of Securities (Instr. 3) (Month/Day/Year) Code V Amount (D) Price (Instr. 3) 6. Ownership 7. Stature of Securities (Instr. 3) (City) (Month/Day/Year) Code V Amount (D) Price (Instr. 3) 6. Ownership 7. Nature of Se	Form 5 obligations may continue. See Instruction 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											
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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

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number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numl Share
Stock Appreciation Right (right to buy)	\$ 3.11	06/14/2012		D		154,321 <u>(4)</u>	(5)	10/12/2015	Common Stock	154
Stock Appreciation Right (right to buy)	\$ 1.57	06/14/2012		D		115,000 <u>(4)</u>	(6)	03/22/2016	Common Stock	115,
Stock Appreciation Right (right to buy)	\$ 5.18	06/14/2012		D		41,966 (4)	(7)	04/04/2017	Common Stock	41,
Stock Appreciation Right (right to buy)	\$4	06/14/2012		D		60,000 (4)	(8)	03/28/2018	Common Stock	60,
Stock Appreciation Right (right to buy)	\$ 6.04	06/14/2012		D		40,506 (4)	<u>(9)</u>	04/01/2019	Common Stock	40,

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WILLIAMS CAROL 450 WINKS LANE BENSALEM, PA 19020			President - Catherines					
Signatures								

Carol Williams	06/14/2012
<u>**</u> 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) Issuance of shares in settlement of performance share units for no cash consideration in a transaction exempt under Rule 16b-3(d).
- (3) Disposition pursuant to a merger for cash consideration equal to \$7.35 per share in a transaction excempt under Rule 16b-3(e).

SAR canceled pursuant to a merger in exchange for cash consideration equal to the difference between \$7.35 and the exercise price of the(4) SAR multiplied by the number of SARs canceled. This transaction is exempt under Rule 16b-3(e). The merger became effective on the transaction date.

- (5) This SAR (granted 10/13/2008) became exercisable as to one-third of the shares on the third anniversary of the date of grant and each of the two remaining one-third vestings of the shares upon effectiveness of the merger.
- (6) This SAR (granted 3/23/2009) became exercisable as to 40% of the shares on the second anniversary of the date of grant, 30% of the shares on the third anniversary of the date of grant and the remaining 30% of the shares upon effectiveness of the merger.
- (7) This SAR (granted 4/5/2010) became exercisable as to 25% of the shares on the first and second anniversaries of the date of grant and each of the two remaining 25% vestings of the shares upon effectiveness of the merger.
- (8) This SAR (granted 3/29/2011) became exercisable as to 25% of the shares on the first anniversary of the date of grant and each of the three remaining 25% vestings of the shares upon effectiveness of the merger.
- (9) This SAR (granted 4/2/2012) became exercisable as to all of the shares upon effectiveness of the merger.

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.