

ROSS STORES INC
Form 4
March 18, 2016

FORM 4

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

OMB APPROVAL

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

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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 *
FASSIO JAMES S

(Last) (First) (Middle)

5130 HACIENDA DRIVE

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROSS STORES INC [ROST]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2016

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)

President, Chief Dev. Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 03/16/2016 | | A | | 20,677 (1) | A | \$ 0 293,825 D |
| Common Stock | 03/16/2016 | | F | | 3,237 | D | \$ 58.09 290,588 D |
| Common Stock | 03/16/2016 | | F | | 3,498 | D | \$ 58.09 287,090 D |
| Common Stock | 03/16/2016 | | F | | 2,466 | D | \$ 58.09 284,624 D |
| Common Stock | 03/16/2016 | | F | | 24,148 | D | \$ 58.09 260,476 D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------|---------|---|--------------------------|
| Common Stock | 03/16/2016 | G | 2,967 | D | \$ 0 | 257,509 | D | |
| Common Stock | 03/16/2016 | G | 3,206 | D | \$ 0 | 254,303 | D | |
| Common Stock | 03/16/2016 | G | 2,260 | D | \$ 0 | 252,043 | D | |
| Common Stock | 03/16/2016 | G | 22,132 | D | \$ 0 | 229,911 | D | |
| Common Stock | 03/16/2016 | G | 2,967 | A | \$ 0 | 498,418 | I | by Trust A <u>(2)</u> |
| Common Stock | 03/16/2016 | G | 3,206 | A | \$ 0 | 501,624 | I | by Trust A <u>(2)</u> |
| Common Stock | 03/16/2016 | G | 2,260 | A | \$ 0 | 503,884 | I | by Trust A <u>(2)</u> |
| Common Stock | 03/16/2016 | G | 22,132 | A | \$ 0 | 526,016 | I | by Trust A <u>(2)</u> |
| Common Stock | | | | | | 129,728 | I | by Trust B <u>(3)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FASSIO JAMES S 5130 HACIENDA DRIVE DUBLIN, CA 94568 | | | President, Chief Dev. Officer | |

Signatures

| | |
|---|------------|
| /s/ Ken Jew for James S. Fassio | 03/18/2016 |
| <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).

- Shares issued pursuant to settlement of a performance share award under the terms of the 2008 Equity Incentive Plan. Shares become
- (1) vested as follows: 6,204 shares vest as of March 16, 2016, 6,204 shares vest as of March 14, 2017, and 8,269 shares vest as of March 12, 2018.
 - (2) Securities held in the name of James S. Fassio Revocable Trust.
 - (3) Securities held in the name of James S. Fassio 2012 Dynasty Irrevocable Trust.

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.