

CHARLOTTE RUSSE HOLDING INC

Form 4

March 29, 2002

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

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person(s)
CARTER, DANIEL T.
4645 Morena Blvd.

San Diego, CA 92117

2. Issuer Name and Ticker or Trading Symbol
Charlotte Russe Holding, Inc. (CHIC)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
03/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President
7. 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) Amount	A or D Price
Common Stock	03/04/02	M	30,000	A \$3.500
Common Stock	03/04/02	S	30,000	D \$26.083

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D
Non-Qualified Stock Option (right to buy)	\$3.500	03/04/02	M	30,000

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

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1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	Amount or Number of Shares	8) Price of Derivative Security
-		Title		
Non-Qualified Stock Option (right to buy)	03/04/02	Common Stock	30,000	

SIGNATURE OF REPORTING PERSON
 /S/ CARTER, DANIEL T.
 DATE 03/29/02