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GOULD W THOMAS

Form 4

February 07, 2003

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.
- Name and Address of Reporting Person(s) GOULD, W. THOMAS 4645 Morena Blvd.

San Diego, CA 92117

- 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/Day/Year 2/6/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [X] Director [] 10% Owner
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - [X] Form filed by One Reporting Person
 - [] Form filed by More than One Reporting Person

| Table I | Non-Derivative | Securities | Acquired, | Disposed | of, | or | Beneficially O | wned |
|---------|----------------|------------|-----------|----------|-----|----|----------------|------|
|---------|----------------|------------|-----------|----------|-----|----|----------------|------|

1) Title of Security

2) Trans- 3. Trans- 4. Securities Acquired(A) action action or Disposed of (D)

Date Code A

(Month/ or

Day/Year) Code V Amount D Price

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 | 3)Trans- action Date | 4)Trans- action Code | 5)Number of Deri Securities Acqui or Disposed of (| red (A) |
|-----------------------------------|---|----------------------------|----------------------------|--|---------|
| | Security | | Code V | A | D |

Non-Qualified Stock Option \$10.300 02/04/03 A V 2,500 (right to buy)

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

1) Title of Derivative 3) Trans-7) Title and Amount 8) Price Security of Underlying of Deri-

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| _ | Date | Securities Title | Amount or Number of Shares | vative Security |
|---|----------|---------------------|----------------------------------|--------------------|
| Non-Qualified Stock Option (right to buy) | 02/04/03 | Common Stock | 2,500 | |

SIGNATURE OF REPORTING PERSON /S/ GOULD, W. THOMAS DATE 02/06/03