

STAGE STORES INC
Form 4
June 11, 2007

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mosse Sharon

(Last) (First) (Middle)

10201 MAIN STREET

(Street)

HOUSTON, TX 77025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STAGE STORES INC [SSI]

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

06/07/2007

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/07/2007		A	(A) or (D) 5,400 (1)	\$ 0	10,624 (2)	D

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
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	\$ 20.89	06/07/2007		A		1,436 (3)		(3)	(3)	Common Stock (3)	1,436	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mosse Sharon 10201 MAIN STREET HOUSTON, TX 77025	X			

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Sharon Mosse 06/11/2007

____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) Reflects the grant on June 7, 2007 of restricted shares of the issuer's common stock valued at \$100,000 based on a net present value using the closing price of the issuer's common stock on that date. The shares will vest, on a three-year cliff basis, on June 7, 2010.

(2) Includes all non-derivative securities currently owned by the reporting person (or "Director") including those previously reported and 1,741 shares of the issuer's common stock received by the reporting person on January 31, 2007 as a result of the three-for-two split of the issuer's common stock payable as a stock dividend to all holders of record of the issuer's common stock at the close of business on January 18, 2007.

(3) Reflects the reporting person's election to receive \$30,000 of her Total Annual Retainer fees for the 2007-2008 Term Year in exchange for 1,436 of the issuer's Deferred Stock Units under the issuer's 2003 Non-Employee Director Equity Compensation Plan. One-twelfth (1/12) of the number of Deferred Stock Units will be credited by the issuer to the reporting person's ledger account ("Account") on the first day of each month during the Term Year. Upon termination of service with the issuer or a hardship, the Director may elect either (i) a single lump sum of cash distribution of her Deferred Stock Unit Account, or (ii) a single distribution of her Deferred Stock Unit Account in the form of the issuer's restricted common stock. The number of shares of common stock to be issued will be equal to the number of Deferred Stock Units credited to the Director's Account.

(4) Includes all derivative securities currently owned by the reporting person including those previously reported, 25 Deferred Stock Units credited to the reporting person's Deferred Stock Unit Account as a result of cash dividends paid to all shareholders, and 1,506 Deferred Stock Units and options to purchase 16,875 shares of the issuer's common stock received by the reporting person on January 31, 2007 as a result of the three-for-two split of the issuer's common stock payable as a stock dividend to all holders of record of the issuer's common

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stock at the close of business on January 18, 2007 and the anti-dilution provisions of the issuer's Amended and Restated 2001 Equity Incentive Plan as approved by the issuer's shareholders on June 3, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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