

SCHWARTZ DAVID Y

Form 4

February 05, 2008

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHWARTZ DAVID Y

2. Issuer Name **and** Ticker or Trading  
Symbol  
STAGE STORES INC [SSI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

10201 MAIN STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2008

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

HOUSTON, TX 77025

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|
|                                                     |                                          |                                         |                                                             |                                      |                                             |                                                                |                                                                     |                                                     |

# Edgar Filing: SCHWARTZ DAVID Y - Form 4

|                            | Derivative<br>Security |            |   | Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) |   | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of<br>Shares |      |
|----------------------------|------------------------|------------|---|---------------------------------------------------------------------|---|---------------------|--------------------|----------------------------|----------------------------------------|------|
|                            |                        |            |   | Code                                                                | V |                     |                    |                            |                                        |      |
| Deferred<br>Stock<br>Units | \$ 21.2                | 02/01/2008 | A | 298<br><u>(1)</u>                                                   |   | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock <u>(1)</u> | 298 <u>(1)</u>                         | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| SCHWARTZ DAVID Y<br>10201 MAIN STREET<br>HOUSTON, TX 77025 |               | X         |         |       |

## Signatures

/s/ R. E. Stasyszen, Attorney in Fact for David Y.  
Schwartz

02/05/2008

\_\_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).

Reflects the Director's election to receive \$6,333 of his Total Annual Retainer Fees in exchange for 298 of the issuer's Deferred Stock Units under the issuer's 2003 Non-Employee Director Equity Compensation Plan. One-fourth (1/4) of the number of Deferred Stock Units will be credited by the Company to the Director's ledger account ("Account") on the first day of each month during the remaining four

(1) months of the Term Year. Upon termination of service with the Company or hardship, the Director may elect either (i) a single lump sum of cash distribution of his Deferred Stock Unit Account, or (ii) a single distribution of his Deferred Stock Unit Account in the form of the Company'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.

Includes all derivative securities currently owned by the reporting person including those previously reported and 10 Deferred Stock

(2) Units credited to the reporting person's Deferred Stock Unit Account as a result of cash dividends paid to all shareholders 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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