

STAGE STORES INC

Form 4

April 20, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCARBOROUGH JAMES

(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)

04/18/2006

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)

Chairman & CEO

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	04/18/2006		M	5,800 A	\$ 9.17 20,800 ⁽²⁾	D	
Common Stock	04/18/2006		S	5,800 D	\$ 30 ⁽¹⁾ 15,000 ⁽²⁾	D	
Common Stock	04/19/2006		M	94,200 A	\$ 9.17 109,200 ⁽²⁾	D	
Common Stock	04/19/2006		S	93,200 D	\$ 30 ⁽¹⁾ 16,000 ⁽²⁾	D	
Common Stock	04/19/2006		S	200 D	\$ 30.01 ⁽¹⁾ 15,800 ⁽²⁾	D	

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Common Stock	04/19/2006	S	400	D	\$ 30.02 (1)	15,400 (2)	D
Common Stock	04/19/2006	S	400	D	\$ 30.03 (1)	15,000 (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.17	04/18/2006		M	5,800	08/24/2003 08/24/2011	Common Stock 5,800
Stock Option (Right to Buy)	\$ 9.17	04/19/2006		M	25,451	08/24/2003 08/24/2011	Common Stock 25,451
Stock Option (Right to Buy)	\$ 9.17	04/19/2006		M	68,749	08/24/2004 08/24/2011	Common Stock 68,749

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCARBOROUGH JAMES 10201 MAIN STREET HOUSTON, TX 77025	X		Chairman & CEO	

Signatures

James

Scarborough

04/20/2006

__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) This sale was made pursuant to a pre-established, written plan for trading securities pursuant to Rule 10b5-1 adopted by the Securities Exchange Act of 1934.

Includes 5,000 shares of the issuer's common stock received by the reporting person on August 19, 2005, as a result of the three-for-two
- (2) 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 August 4, 2005.

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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