

LUNDY RUSS II
Form 4
March 29, 2019

FORM 4

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

OMB APPROVAL

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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 *
LUNDY RUSS II

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)
2425 WEST LOOP SOUTH
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Stores Officer

HOUSTON, TX 77027

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/27/2019		M ⁽¹⁾		18,750	A	\$ 0	93,520	D	
Common Stock	03/27/2019		D ⁽¹⁾		18,750	D	\$ 0.95	74,770	D	
Common Stock	03/28/2019		M ⁽²⁾		15,000	A	\$ 0	89,770	D	
Common Stock	03/28/2019		D ⁽²⁾		15,000	D	\$ 0.98	74,770	D	
Common Stock								62 ⁽³⁾	I	By Spouse

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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)	8. Amount or Number of Shares
2018 Restricted Stock Unit - 3/27/2018	(4)	03/27/2019		M(1)	18,750	(5) (5)	Common Stock	18,750 (6)
2017 Restricted Stock Unit - 3/28/2017	(4)	03/28/2019		M(2)	15,000	(7) (7)	Common Stock	15,000 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUNDY RUSS II 2425 WEST LOOP SOUTH HOUSTON, TX 77027			EVP, Chief Stores Officer	

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Russ Lundy II
 **Signature of Reporting Person
 03/29/2019
 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).

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- (1) Represents the vesting and cash settlement of restricted stock units ("RSU") in accordance with the terms of the award agreement granted on March 27, 2018.
- (2) Represents the vesting and cash settlement of restricted stock units ("RSU") in accordance with the terms of the award agreement granted on March 28, 2017.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
Each restricted stock unit (RSU) represents the right to receive, at settlement, cash equal to the fair market value of one share of the Issuer's common stock on the vesting date. Upon vesting, each cash settlement shall not exceed five times the per share fair market value of the Issuer's common stock on the grant date multiplied by the number of RSUs vesting.
- (4) The RSUs vest 25% per year on the first four anniversary dates from the grant date of March 27, 2018.
- (5) Represents the portion of the cash-settled RSUs granted on March 27, 2018 that vested on March 27, 2019.
- (6) The RSUs vest 25% per year on the first four anniversary dates from the grant date of March 28, 2017.
- (7) Represents the portion of the cash-settled RSUs granted on March 28, 2017 that vested on March 28, 2019.

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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