

HUNTER STEVEN L
 Form 4/A
 April 11, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 HUNTER STEVEN L

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/29/2011

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

HOUSTON, TX 77025
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/31/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock ⁽¹⁾ | 03/29/2011 | | A | | 4,700 <u>(2)</u> | A | \$ 0 9,700 D |
| Common Stock ⁽¹⁾ | 03/29/2011 | | A | | 5,308 <u>(3)</u> | A | \$ 0 15,008 D |

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

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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 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 Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|
| Stock Appreciation Rights (SARs) ⁽¹⁾ | \$ 18.84 | 03/29/2011 | | A | 8,850 <u>(4)</u> | 03/29/2012 03/29/2018 | Common Stock 8,850 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUNTER STEVEN L 10201 MAIN STREET HOUSTON, TX 77025 | | | EVP, Chief Information Officer | |

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Steven L. Hunter
Date: 04/11/2011

**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) Due to miscommunication, the shares of restricted common stock and the stock appreciation rights granted the reporting person were incorrectly reported. The purpose of this Amended Form 4 is to correctly report the reduced amounts of those grants.
- (2) On March 29, 2011, the reporting person was granted 4,700 shares of restricted common stock. The shares will vest 25% per year on the first four anniversary dates from the date of grant.
- (3) On March 29, 2011, the reporting person was granted 5,308 shares of restricted common stock. The shares will vest, on a three-year cliff basis, on March 29, 2014.
- (4) On March 29, 2011, the reporting person was granted Stock Appreciation Rights (SARs) with respect to a total of 8,850 shares of common stock. The grant price for the SARs is \$18.84 per share of common stock, which was the closing price of the Issuer's common stock on that date. The SARs will vest 25% per year on the first four anniversary dates from the date of grant. They will expire on the earlier of (i) sixty days after termination of employment (one year if termination is due to death, disability or retirement), or (ii) seven years from the date of grant.

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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