

LUNDY RUSS II
Form 3/A
February 07, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LUNDY RUSS II | | | (Month/Day/Year) | STAGE STORES INC [SSI] | |
| (Last) | (First) | (Middle) | 01/28/2013 | 4. Relationship of Reporting Person(s) to Issuer | |
| 10201 MAIN STREET | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Stores | |
| HOUSTON, Â TX Â 77025 | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | | 02/07/2013 | |
| 1. Title of Security (Instr. 4) | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Stock ⁽¹⁾ | | | 18,384 ⁽²⁾ | D | Â |

Table I - Non-Derivative Securities Beneficially Owned

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------|------------|------------|--------------|--------|----------|-------------------|---|
| Stock Appreciation Rights | 03/28/2009 | 03/28/2014 | Common Stock | 1,250 | \$ 22.96 | D | Â |
| Stock Appreciation Rights | 03/28/2010 | 03/28/2014 | Common Stock | 1,625 | \$ 22.96 | D | Â |
| Stock Appreciation Rights | 03/28/2011 | 03/28/2014 | Common Stock | 1,625 | \$ 22.96 | D | Â |
| Stock Appreciation Rights | 03/27/2013 | 03/27/2016 | Common Stock | 3,000 | \$ 9.77 | D | Â |
| Stock Appreciation Rights | 03/26/2013 | 03/26/2017 | Common Stock | 3,000 | \$ 15.5 | D | Â |
| Stock Appreciation Rights | 03/26/2014 | 03/26/2017 | Common Stock | 3,000 | \$ 15.5 | D | Â |
| Stock Appreciation Rights | 03/29/2013 | 03/29/2018 | Common Stock | 1,450 | \$ 18.84 | D | Â |
| Stock Appreciation Rights | 03/29/2014 | 03/29/2018 | Common Stock | 1,450 | \$ 18.84 | D | Â |
| Stock Appreciation Rights | 03/29/2015 | 03/29/2018 | Common Stock | 1,450 | \$ 18.84 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| LUNDY RUSS II 10201 MAIN STREET HOUSTON, TX 77025 | Â | Â | Â | EVP, Stores Â |

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Russ Lundy II 02/07/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The purpose of this amended Form 3 is to correct the number of shares acquired pursuant to the Stage Stores Deferred Compensation Plan previously disclosed as 1,699 to 1,996.

(2) Includes 16,388 non-vested restricted shares, of which 2,288 shares were granted on March 29, 2011, 4,100 shares were granted on March 28, 2012, and 10,000 shares were granted on July 23, 2012. The shares will vest 25% per year on the first four anniversary dates from the date of grant. Also includes 1,996 shares acquired pursuant to the Stage Stores Deferred Compensation Plan (the "Plan"), that may not be transferred to an alternative investment within the Plan or liquidated by the reporting person and will remain in the reporting person's account until such date as the reporting person is no longer an employee of the issuer and for a period of six months thereafter, at which time they will be transferred to the reporting person.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.