RECORD EDWARD J

Form 4/A April 11, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RECORD EDWARD J			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) 03/29/2011					Director 10% Owner Selow)  Director 10% Owner Other (specify below)		
F				4. If Amendment, Date Original Filed(Month/Day/Year) 03/31/2011				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	le I - Non-L	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any		3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	03/29/2011			A	17,145 (1)	A	\$0	77,130	D	
Common Stock	03/29/2011			F	4,535	D	\$ 18.72	72,595	D	
Common Stock (2)	03/29/2011			A	11,700 (3)	A	\$0	84,295	D	

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

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#### number.

5. Number of 6. Date Exercisable and

7. Title and Amoun

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	(Month/Day/Y	Expiration Date (Month/Day/Year)		Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh	
Stock Appreciation Rights	\$ 18.84	03/29/2011		A	22,250	03/29/2012	03/29/2018	Common Stock	22,2	

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsinps					
	Director	10% Owner	Officer	Other		
RECORD EDWARD J						
10201 MAIN CTREET			COO			

3. Transaction Date 3A. Deemed

10201 MAIN STREET HOUSTON, TX 77025

COO

## **Signatures**

1. Title of

(SARs) (2)

/s/ R.E. Stasyszen, Attorney in Fact for Edward J. Record

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).
- Represents Performance Shares granted March 28, 2008 and awarded as common stock on March 29, 2011 as a result of the completion (1) of the three year Performance Cycle that began on the first day of the 2008 fiscal year (February 3, 2008) and ended on the last day of the 2010 fiscal year (January 29, 2011).
- Due to miscommunication, the shares of restricted common stock and the stock appreciation rights granted the reporting person were (2) incorrectly reported. The purpose of this Amended Form 4 is to correctly report the reduced amounts of those grants. The performance shares granted the reporting person were correctly reported.
- On March 29, 2011, the reporting person was granted 11,700 shares of restricted common stock. The shares will vest 25% per year on the first four anniversary dates from the date of grant.
- (4) On March 29, 2011, the reporting person was granted Stock Appreciation Rights (SARs) with respect to a total of 22,250 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

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years from the date of grant.

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