

BEBE STORES INC
Form 4
December 08, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
RACHMAN MARK

(Last) (First) (Middle)
400 VALLEY DRIVE
(Street)

BRISBANE, CA 94005-1208

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BEBE STORES INC [BEBE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2004

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)
Vice President Manufacturing

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/07/2004 | | M | 75 | A \$ 14.8 | 75 | D |
| Common Stock | 12/07/2004 | | S | 75 | D \$ 38.17 | 0 | D |
| Common Stock | 12/07/2004 | | M | 375 | A \$ 15.61 | 375 | D |
| Common Stock | 12/07/2004 | | S | 375 | D \$ 38.17 | 0 | D |
| Common Stock | 12/07/2004 | | M | 56 | A \$ 16.11 | 56 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|-----|---|
| Common Stock | 12/07/2004 | S | 56 | D | \$ 38.17 | 0 | D |
| Common Stock | 12/07/2004 | M | 244 | A | \$ 16.11 | 244 | D |
| Common Stock | 12/07/2004 | S | 244 | D | \$ 38.17 | 0 | D |
| Common Stock | 12/07/2004 | M | 500 | A | \$ 18.05 | 500 | D |
| Common Stock | 12/07/2004 | S | 500 | D | \$ 38.17 | 0 | D |
| Common Stock | 12/07/2004 | M | 32 | A | \$ 19.43 | 32 | D |
| Common Stock | 12/07/2004 | S | 32 | D | \$ 38.17 | 0 | D |
| Common Stock | 12/07/2004 | M | 496 | A | \$ 19.43 | 496 | D |
| Common Stock | 12/07/2004 | S | 496 | D | \$ 38.17 | 0 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 14.8 | 12/07/2004 | | M | 75 | 07/11/2007 ⁽¹⁾ | 07/11/2013 | Common Stock | 75 |
| Incentive | \$ 15.61 | 12/07/2004 | | M | 375 | 09/15/2007 ⁽¹⁾ | 09/15/2013 | Common | 375 |

| Option Type | Exercise Price | Grant Date | Expiration Date | Relationship | Shares | Exercise Period | Term | Stock Type | Quantity |
|---|----------------|------------|-----------------|--------------|--------|---------------------------|------------|--------------|----------|
| Stock Option (right to buy) | | | | | | | | Stock | |
| Incentive Stock Option (right to buy) | \$ 16.11 | 12/07/2004 | | M | 56 | 12/10/2007 ⁽¹⁾ | 12/10/2013 | Common Stock | 5 |
| Incentive Stock Option (right to buy) | \$ 18.05 | 12/07/2004 | | M | 500 | 01/15/2008 ⁽¹⁾ | 01/15/2014 | Common Stock | 50 |
| Incentive Stock Option (right to buy) | \$ 19.43 | 12/07/2004 | | M | 32 | 02/17/2008 ⁽¹⁾ | 02/17/2014 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 16.11 | 12/07/2004 | | M | 244 | 12/10/2007 ⁽¹⁾ | 12/10/2013 | Common Stock | 24 |
| Non-Qualified Stock Option (right to buy) | \$ 19.43 | 12/07/2004 | | M | 496 | 02/17/2008 ⁽¹⁾ | 02/17/2014 | Common Stock | 49 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RACHMAN MARK 400 VALLEY DRIVE BRISBANE, CA 94005-1208 | | | Vice President Manufacturing | |

Signatures

Mark D
Rachman
12/08/2004

__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) The Option becomes exercisable at the rate of 20% in the first year, 20% in the second year and 30% in each of the third and fourth years.
- 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.