

SULLIVAN JOHN J
 Form 4
 September 16, 2008

FORM 4

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

OMB APPROVAL

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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 *
 SULLIVAN JOHN J

2. Issuer Name and Ticker or Trading Symbol
 CHARMING SHOPPES INC
 [CHRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 450 WINKS LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/12/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP - Controller

BENSALEM, PA 19020

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	09/12/2008		M		8,400	A	\$ 3.9375	81,401	D	
Common Stock	09/12/2008		S		8,400	D	\$ 5.41 (1)	73,001	D	
Common Stock	09/15/2008		M		5,600	A	\$ 3.9375	78,601	D	
Common Stock	09/15/2008		S		5,600	D	\$ 5.32 (2)	73,001	D	

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

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