## Edgar Filing: CHARMING SHOPPES INC - Form 4

CHARMIN Form 4 June 26, 20	G SHOPPES INC 09	2							
FORM	<b>14</b>					antinar		-	PPROVAL
Check t	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287
if no lor			ICES IN	DENIER		WNEDGUID OI	Expires:	January 31, 2005	
subject Section Form 4	16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							average Jrs per
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(	nge Act of 1934, of 1935 or Secti 940							
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> GOLDSTEIN MICHAEL			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
			CHARMING SHOPPES INC [CHRS]				(Check all applicable)		
(Last)	(First) (	Middle)	3. Date of	of Earliest T	ransaction		XDirector		% Owner
450 WINKS LANE			(Month/Day/Year) 06/25/2009			Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BENSALE	CM, PA 19020							More than One R	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or 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)
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	-	-	-	ation of	NEC 1474
					inforr requi	nation cont red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	) Acquire or Dispo (D) (Instr. 3 and 5)	osed of					(
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	5
Restricted Stock Units	<u>(1)</u>	06/25/2009		А	37,604	1	(1)	<u>(1)</u>	Common Stock	37,604	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
GOLDSTEIN MICHAEL							
450 WINKS LANE	Х						
BENSALEM, PA 19020							
Signatures							
MICHAEL							
GOLDSTEIN (	6/25/2009	9					

\*\*Signature of Reporting Date Person

## **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).

Restricted Stock Units settleable in cash ("CRSUs"), automatically granted under the Company's 2003 Non-Employee Directors Compensation Plan for no consideration other than services, in a transaction exempt under Rule 16b-3(d), which will vest and become non-forfeitable at June 1, 2010 or earlier upon death, disability, a change in control, or termination of services as a Director in certain

(1) other cases. CRSUs will be settled upon vesting in cash, except that the Reporting Person may elect instead (i) to receive settlement by delivery of shares of Common Stock, or (ii) to defer settlement, in which case deferred CRSUs will be settled soley by delivery of shares of Common Stock in a lump sum or installments following termination of service as a Director. Where shares of Common Stock will be delivered in settlement, one share will be delivered for each CRSU being settled.

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.

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