

Tillett Sandra
Form 4
October 15, 2009

FORM 4

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

OMB APPROVAL

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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 *
Tillett Sandra

2. Issuer Name and Ticker or Trading Symbol
CHARLOTTE RUSSE HOLDING INC [CHIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, Store Operations

C/O CHARLOTTE RUSSE HOLDING, INC., 4645 MORENA BOULEVARD

(Street)

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

SAN DIEGO, CA 92117

(City) (State) (Zip)

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) Code V Amount (D) Price | | | |
| Common Stock | 10/14/2009 | | D | 8,500 D (1) 11,500 | | D | |
| Common Stock | 10/14/2009 | | D | 11,500 D (2) 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 10.55 | 10/14/2009 | | D | 20,000 | ⁽³⁾ 09/28/2018 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 17.8 | 10/14/2009 | | D | 10,000 | ⁽⁴⁾ 06/02/2018 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tillett Sandra C/O CHARLOTTE RUSSE HOLDING, INC. 4645 MORENA BOULEVARD SAN DIEGO, CA 92117 | | | Executive VP, Store Operations | |

Signatures

/s/ Sandra Tillett 10/14/2009

**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) Disposed of pursuant to merger agreement between the issuer and Advent CR Holdings, Inc. in exchange for \$17.50 per share on October 14, 2009, the effective date of the merger.
- (2) Disposed of pursuant to merger agreement between the issuer and Advent CR Holdings, Inc. in exchange for \$17.50 per share on October 14, 2009, the effective date of the merger.
- (3) This option, which originally provided for vesting in three equal annual installments from the date of grant and for which the vesting was accelerated in connection with the merger, was canceled in the merger in exchange for a cash payment of \$139,000, representing the number of shares subject to the option multiplied by the difference between the exercise price per share of the option and \$17.50.
- (4)

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This option, which originally provided for vesting in three installments of 3,333 shares on each of June 2, 2009, June 2, 2010 and June 2, 2011, was canceled in the merger in exchange for a cash payment of \$0, as the exercise price of the option exceeded \$17.50 per share.

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.