

STAGE STORES INC
Form 4
April 20, 2006

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 *
SCARBOROUGH JAMES

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

HOUSTON, TX 77025

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/18/2006		M	5,800 A \$ 9.17	20,800 ⁽²⁾	D	
Common Stock	04/18/2006		S	5,800 D \$ 30 ⁽¹⁾	15,000 ⁽²⁾	D	
Common Stock	04/19/2006		M	94,200 A \$ 9.17	109,200 ⁽²⁾	D	
Common Stock	04/19/2006		S	93,200 D \$ 30 ⁽¹⁾	16,000 ⁽²⁾	D	
Common Stock	04/19/2006		S	200 D \$ 30.01 ⁽¹⁾	15,800 ⁽²⁾	D	

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Common Stock	04/19/2006	S	400	D	\$ 30.02 <u>(1)</u>	15,400 <u>(2)</u>	D
Common Stock	04/19/2006	S	400	D	\$ 30.03 <u>(1)</u>	15,000 <u>(2)</u>	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.

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.17	04/18/2006		M	5,800	08/24/2003 08/24/2011	Common Stock	5,800	
Stock Option (Right to Buy)	\$ 9.17	04/19/2006		M	25,451	08/24/2003 08/24/2011	Common Stock	25,451	
Stock Option (Right to Buy)	\$ 9.17	04/19/2006		M	68,749	08/24/2004 08/24/2011	Common Stock	68,749	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCARBOROUGH JAMES 10201 MAIN STREET HOUSTON, TX 77025	X		Chairman & CEO	

Signatures

James
Scarborough

04/20/2006

__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) This sale was made pursuant to a pre-established, written plan for trading securities pursuant to Rule 10b5-1 adopted by the Securities Exchange Act of 1934.

Includes 5,000 shares of the issuer's common stock received by the reporting person on August 19, 2005, as a result of the three-for-two
- (2) split of the issuer's common stock payable as a stock dividend to all holders of record of the issuer's common stock at the close of business on August 4, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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