

HUNTER STEVEN L

Form 4

March 31, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUNTER STEVEN L

(Last) (First) (Middle)

10201 MAIN STREET

(Street)

HOUSTON, TX 77025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STAGE STORES INC [SSI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP, Chief Information Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	03/29/2011		A	(A) or (D) 5,000 (1)	\$ 0 10,000	D	
Common Stock	03/29/2011		A	(A) or (D) 5,700 (2)	\$ 0 15,700	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
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(9-02)

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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)	8. Date Exercisable and Expiration Date (Month/Day/Year)	9. Title	10. Amount or Number of Shares
Stock Appreciation Rights (SARs)	\$ 18.84	03/29/2011		A	10,000 (3)	03/29/2012 03/29/2018	Common Stock			10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
HUNTER STEVEN L 10201 MAIN STREET HOUSTON, TX 77025	Director 10% Owner Officer EVP, Chief Information Officer

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Steven L. Hunter
03/31/2011

**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) On March 29, 2011, the reporting person was granted 5,000 shares of restricted common stock. The shares will vest 25% per year on the first four anniversary dates from the date of grant.
- (2) On March 29, 2011, the reporting person was granted 5,700 shares of restricted common stock. The shares will vest, on a three-year cliff basis, on March 29, 2014.
- On March 29, 2011, the reporting person was granted Stock Appreciation Rights (SARs) with respect to a total of 10,000 shares of common stock. The grant price for the SARs is \$18.84 per share of common stock, which was the closing price of the Issuer's common stock on that date. The SARs will vest 25% per year on the first four anniversary dates from the date of grant. They will expire on the earlier of (i) sixty days after termination of employment (one year if termination is due to death, disability or retirement), or (ii) seven years from the date of grant.

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.