

Hall Andrew T  
 Form 4/A  
 April 11, 2011

**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 \*  
 Hall Andrew T

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)  
 03/29/2011

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

HOUSTON, TX 77025  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/31/2011

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |   |
| Common Stock                    | 03/29/2011                           |  | A                              |   | 29,718<br>(1)   | A  | \$ 0 139,945 D  |
| Common Stock                    | 03/29/2011                           |  | F                              |   | 8,342   | D  | \$ 18.72 131,603 D                                    |
| Common Stock (2)                | 03/29/2011                           |  | A                              |   | 36,000<br>(3)   | A  | \$ 0 167,603 D  |

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

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number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

|   |          |            |  |   |                       |                       |              |
|---|----------|------------|--|---|-----------------------|-----------------------|--------------|
| Stock Appreciation Rights (SARs) <sup>(2)</sup> | \$ 18.84 | 03/29/2011 |  | A | 68,500 <sup>(4)</sup> | 03/29/2012 03/29/2018 | Common Stock |
|---|----------|------------|--|---|-----------------------|-----------------------|--------------|

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Hall Andrew T<br>10201 MAIN STREET<br>HOUSTON, TX 77025 | X             |           | President & CEO |       |

## Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Andrew T. Hall 04/11/2011

\_\_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).
- Represents Performance Shares granted March 28, 2008 and awarded as common stock on March 29, 2011 as a result of the completion
- (1) of the three year Performance Cycle that began on the first day of the 2008 fiscal year (February 3, 2008) and ended on the last day of the 2010 fiscal year (January 29, 2011).
  - (2) Due to miscommunication, the shares of restricted common stock and the stock appreciation rights granted the reporting person were incorrectly reported. The purpose of this Amended Form 4 is to correctly report the reduced amounts of those grants. The performance shares granted the reporting person were correctly reported.
  - (3) On March 29, 2011, the reporting person was granted 36,000 shares of restricted common stock. The shares will vest 25% per year on the first four anniversary dates from the date of grant.
  - (4) On March 29, 2011, the reporting person was granted Stock Appreciation Rights (SARs) with respect to a total of 68,500 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

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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.

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