

LUNDY RUSS II
Form 4
April 19, 2013

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 *
LUNDY RUSS II

(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)
04/08/2013

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, Stores

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/08/2013		M		4,500	A	\$ 22.96	32,662	D	
Common Stock	04/08/2013		M		3,000	A	\$ 9.77	35,662	D	
Common Stock	04/08/2013		M		3,000	A	\$ 15.5	38,662	D	
Common Stock	04/08/2013		M		1,450	A	\$ 18.84	40,112	D	
Common Stock	04/08/2013		S		4,500	D	\$ 26.9078	35,612	D	

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Common Stock 04/08/2013 S 7,450 D \$ 26.89 28,162 D

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

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 22.96	04/08/2013		M	1,250	03/28/2009	03/28/2014	Common Stock	1,250
Stock Appreciation Rights	\$ 22.96	04/08/2013		M	1,625	03/28/2010	03/28/2014	Common Stock	1,625
Stock Appreciation Rights	\$ 22.96	04/08/2013		M	1,625	03/28/2011	03/28/2014	Common Stock	1,625
Stock Appreciation Rights	\$ 9.77	04/08/2013		M	3,000	03/27/2013	03/27/2016	Common Stock	3,000
Stock Appreciation Rights	\$ 15.5	04/08/2013		M	3,000	03/26/2013	03/26/2017	Common Stock	3,000
Stock Appreciation Rights	\$ 18.84	04/08/2013		M	1,450	03/29/2013	03/29/2018	Common Stock	1,450

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

LUNDY RUSS II
10201 MAIN STREET
HOUSTON, TX 77025

EVP, Stores

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Russ
Lundy II

04/19/2013

__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).

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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