CHARMING SHOPPES INC

Form 4 June 27, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

GOLDSTEIN MICHAEL Syml CHA			2. Issuer Name and Ticker or Trading Symbol CHARMING SHOPPES INC [CHRS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 450 WINKS	· · ·	iddle) 3. Date of (Month/E	3. Date of Earliest Transaction (Month/Day/Year) 06/26/2008			_X_ Director Officer (gives)		6 Owner ser (specify	
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securi onAcquired Disposed (Instr. 3,	I (A) of (D) 4 and (A) or	Price	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 (1)	06/26/2008		A	3,000	A	0 (1)	3,000	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Month/Day/Year) Execution Date, if TransactionDerivative any Code Securities (Month/Day/Year) (Instr. 8) Acquired (or Dispose (D)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	06/26/2008		A	26,412	(2)	(2)	Common Stock	26,412	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
GOLDSTEIN MICHAEL 450 WINKS LANE BENSALEM, PA 19020	X						

Signatures

Person

MICHAEL
GOLDSTEIN

**Signature of Reporting

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).

amended, for no consideration other than services, in a transaction exempt under Rule 16b-3(d), which will vest and become non-forfeitable at June 1, 2009 or earlier in the event of death, disability, a change in control, or termination of service as a director in certain other circumstances. RSUs will be settled upon vesting, except that the Reporting Person may elect to defer settlement, in which case deferred RSUs will be settled solely by delivery of shares in a lump sum or in installments at or following the Reporting Person's termination of service as a director in accordance with such deferral election.

Restricted Share Units ("RSU") automatically granted under the Company's 2003 Non-Employee Directors Compensation Plan, as

Restricted Stock Units settleable in cash ("CRSUs"), automatically granted under the Company's 2003 Non-Employee Directors
Compensation Plan, as amended, for no consideration other than services, in a transaction exempt under Rule 16b-3(d), which will vest
and become non-forfeitable at the same time and on the same basis as share-settled RSUs (See footnote 1 above). CRSUs settled upon
vesting will be settled in cash. The Reporting Person may elect to defer settlement, in which case deferred CRSUs will be settled solely
by delivery of shares in a lump sum or installments following the Reporting Person's termination of service as a director in accordance
with such deferral election.

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.

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