

Burlington Stores, Inc.
 Form 4
 May 05, 2015

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 *
 Kingsbury Thomas

(Last) (First) (Middle)
 2006 ROUTE 130 NORTH
 (Street)

BURLINGTON, NJ 08016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Burlington Stores, Inc. [BURL]

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Common Stock ⁽⁴⁾	05/01/2015		A	V	13,404 A \$ 0	D	
Common Stock	05/01/2015		S ⁽³⁾		6,900 D \$ 52.0137	D	
Common Stock	05/01/2015		S ⁽⁷⁾		7,100 D \$ 52.3355	D	
Common Stock						I	By grantor retained

annuity trust ⁽⁵⁾

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 52.02	05/01/2015		A	92,486	<u>(1)</u> 05/01/2025	Common Stock	92,486	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kingsbury Thomas 2006 ROUTE 130 NORTH BURLINGTON, NJ 08016	X		President & CEO	

Signatures

/s/ Christopher T. Schaub, as attorney-in-fact for Thomas Kingsbury 05/05/2015

**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) The options become exercisable as to 25% of the shares on May 1, 2016, as to an additional 25% of the shares on May 1, 2017, as to an additional 25% of the shares on May 1, 2018, and as to the remaining 25% of the shares on May 1, 2019.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.76 to \$52.13, inclusive. The reporting person undertakes to provide to Burlington Stores, Inc., any security holder of Burlington Stores, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2014.
 - (4) Restricted common stock granted on May 1, 2015, vesting 25% on each of the first four anniversaries of the grant date.
 - (5) On April 7, 2015, the reporting person contributed 100,000 shares of the common stock of Burlington Stores, Inc. to a grantor retained annuity trust, of which the reporting person's spouse is the trustee.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.14 to \$53.02, inclusive. The reporting person undertakes to provide to Burlington Stores, Inc., any security holder of Burlington Stores, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (6) to this Form 4.
- (6) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2014.

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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