

LEE JOHN
Form 3
June 30, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LEE JOHN | | (Month/Day/Year) | CHARMING SHOPPES INC [CHRS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 06/25/2010 | | |
| 450 WINKS LANE | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| BENSALEM,Â PAÂ 19020 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | VP - Chief Accounting Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 28,817 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|---------------------------|------------|--------------|--------|---------|-------------------|---|
| Stock Appreciation Rights (right to buy) ⁽¹⁾ | 04/01/2011 ⁽²⁾ | 03/31/2015 | Common Stock | 3,152 | \$ 5 | D | Â |
| Stock Appreciation Rights (right to buy) ⁽¹⁾ | 03/23/2011 ⁽³⁾ | 03/22/2016 | Common Stock | 12,700 | \$ 1.57 | D | Â |
| Stock Appreciation Rights (right to buy) ⁽¹⁾ | 04/05/2011 ⁽⁴⁾ | 04/04/2017 | Common Stock | 6,112 | \$ 5.18 | D | Â |
| Non-Qualified Stock Option (right to buy) | 10/15/2004 | 10/15/2011 | Common Stock | 1,000 | \$ 5.1 | D | Â |
| Non-Qualified Stock Option (right to buy) | 10/15/2005 ⁽⁵⁾ | 10/15/2011 | Common Stock | 6,000 | \$ 6.29 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEE JOHN 450 WINKS LANE BENSALEM, PA 19020 | Â | Â | Â VP - Chief Accounting Officer | Â |

Signatures

JOHN LEE 06/25/2010
**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Stock appreciation rights ("SAR") exercisable for stock, granted for no consideration other than services. The grant is exempt under Rule 16b-3(d).
- (2) The SAR will become exercisable as to one-third of the underlying shares on the date indicated and each of the following two anniversaries of the date indicated, subject to acceleration and early expiration in the event of certain terminations of employment.
- (3) The SAR will become exercisable as to 40% of the underlying shares on the date indicated and 30% on each of the following two anniversaries of the date indicated, subject to acceleration and early expiration in the event of certain terminations of employment or if the awards are not assumed in a change of control.
- (4) The SAR will become exercisable as to 25% of the underlying shares on the date indicated and each of the following three anniversaries of the date indicated, subject to acceleration and early expiration in the event of certain terminations of employment or if the awards are not assumed in a change of control.
- (5) Option became exercisable for 3,000 shares on the date indicated and 3,000 shares on the first anniversary of the date indicated.

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.