

LUNDY RUSS II
Form 4
April 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
LUNDY RUSS II

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)
04/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Stores

HOUSTON, TX 77025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 |
| Common Stock | 04/08/2013 | | M | | 3,000 | A | \$ 9.77 |
| Common Stock | 04/08/2013 | | M | | 3,000 | A | \$ 15.5 |
| Common Stock | 04/08/2013 | | M | | 1,450 | A | \$ 18.84 |
| Common Stock | 04/08/2013 | | S | | 4,500 | D | \$ 26.9078 |

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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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| 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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