

ROSSKAMM ALAN
Form 4
June 15, 2012

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 *
ROSSKAMM ALAN

2. Issuer Name and Ticker or Trading Symbol
CHARMING SHOPPES INC
[CHRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
450 WINKS LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2012

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

BENSALEM, PA 19020

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/07/2012 | | G | V | 30,000 (1) | D | \$ 0 197,204 D |
| Common Stock | 06/14/2012 | | U | | 161,675 (2) | D | \$ 7.35 35,529 D |
| Common Stock | 06/14/2012 | | D | | 35,529 | D | \$ 7.35 0 D |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy) | \$ 4.78 | 06/14/2012 | | D | 6,500 (3) | 06/01/2004 06/26/2013 | Common Stock | 6,500 |
| Stock Appreciation Right (right to buy) | \$ 4.6 | 06/14/2012 | | D | 41,152 (3) | 04/02/2009 07/15/2015 | Common Stock | 41,152 |
| Restricted Stock Units | \$ 0 (4) | 06/14/2012 | | D | 29,412 (4) | (4) (4) | Common Stock | 29,412 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSSKAMM ALAN 450 WINKS LANE BENSALEM, PA 19020 | | X | | |

Signatures

Alan Rosskamm
06/14/2012

__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) Disposition of shares in tender offer which constitutes a change in control for cash consideration equal to \$7.35 per share.
- (2) Disposition of shares resulting from restricted stock units and other deferrals pursuant to a merger for cash consideration equal to \$7.35 per share in a transaction exempt under Rule 16b-3(e).
Option or stock appreciation right ("SAR") canceled pursuant to a merger in exchange for cash consideration equal to the difference
- (3) between \$7.35 and the exercise price of the option or SAR multiplied by the number of options or SARs canceled. This transaction is exempt under Rule 16b-3(e).

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- Restricted stock units ("RSUs") canceled pursuant to a merger in exchange for cash consideration equal to \$7.35 per RSU. RSUs were
- (4) settleable upon termination of service as a director or earlier upon a change in control. RSUs are settled by issuance of one share for each RSU. This transaction is exempt under Rule 16b-3(e). A change in control became effective on the transaction date.

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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