#### **CHARMING SHOPPES INC**

Form 4

September 23, 2005

FO	R	M	4

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

OMB Number: 3235-0287

Estimated average

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

**OMB APPROVAL** 

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BERN DORRIT J			2. Issuer Name <b>and</b> Tick Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CHARMING SHOPP [CHRS]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transac (Month/Day/Year)	tion	_X_ Officer (	r 109 (give title Oth	
450 WINKS LANE			09/22/2005	below) below) President & CEO			
(Street)			4. If Amendment, Date Or	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
BENSALEM, PA 19020				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Deriva	tive Securities Acq	uired, Dispose	ed of, or Beneficia	ılly Owned
1.Title of	2. Transaction	Date 2A. Dee	med 3. 4. S	ecurities Acquired	5. Amount of	6. Ownership	7. Nature

						,	. / .		•
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Aco	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	posed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common Stock (1)	09/22/2005		A	27,000	A	0 $(1)$	915,966	D	

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

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.

SEC 1474

(9-02)

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

#### Edgar Filing: CHARMING SHOPPES INC - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
BERN DORRIT J 450 WINKS LANE BENSALEM, PA 19020	X		President & CEO					

### **Signatures**

BERN,
DORRIT J.

\*\*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) Employee restricted stock award granted under Charming Shoppes, Inc. 2004 Stock Award and Incentive Plan, for no consideration other than services, in a transaction exempt under Rule 16b-3.

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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