

ORBAN GEORGE  
Form 4  
December 31, 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 \*  
ORBAN GEORGE

2. Issuer Name and Ticker or Trading Symbol  
ROSS STORES INC [ROST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
4440 ROSEWOOD DR., BUILDING 4

3. Date of Earliest Transaction (Month/Day/Year)  
12/24/2012

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

PLEASANTON, CA 94588

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                    | 12/28/2012                           |  | M                              |   | 16,000  | A  | \$ 9.9  | 227,910 D                                       |
| Common Stock                    |                                      |  |                                |   |   |  |   | 63,700 I by Daughter <u>(1)</u>                 |
| Common Stock                    | 12/24/2012                           |  | G                              | V   | 48,655  | A  | \$ 0  | 48,655 I by Daughter Trust II <u>(2)</u>        |
| Common Stock                    |                                      |  |                                |   |   |  |   | 24,500 I by Daughter Sophie <u>(3)</u>          |
| Common Stock                    | 12/24/2012                           |  | G                              | V   | 87,855  | A  | \$ 0  | 87,855 I by Daughter Sohpie Trust II <u>(4)</u> |

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|              |            |  |   |   |         |   |      |           |   |                                |
|--------------|------------|--|---|---|---------|---|------|-----------|---|--------------------------------|
| Common Stock | 12/24/2012 |  | G | V | 185,165 | D | \$ 0 | 2,191,827 | I | by Partnership                 |
| Common Stock |            |  |   |   |         |   |      | 63,700    | I | by Son <sup>(5)</sup>          |
| Common Stock | 12/24/2012 |  | G | V | 48,655  | A | \$ 0 | 48,655    | I | by Son Trust II <sup>(6)</sup> |

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.**

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (right to buy)  | \$ 9.9   | 12/28/2012                           |  | M                              | 16,000  | <sup>(7)</sup> 05/21/2013                                | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ORBAN GEORGE<br>4440 ROSEWOOD DR.<br>BUILDING 4<br>PLEASANTON, CA 94588 |               | X         |         |       |

## Signatures

/s/George P. Orban 12/28/2012

\*\*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) Securities held in the name of Anna Elise Orban Trust.
- (2) Securities held in the name of Anna Elise Orban Trust II.
- (3) Securities held by daughter Sophie under UGMA, with non-household member as custodian.
- (4) Securities held in the name of Sophie Orban Trust II.
- (5) Securities held in the name of Jeremy Gyuri Orban Trust.
- (6) Securities held in the name of Jeremy Gyuri Orban Trust II.

Grant to reporting person of an option which begins vesting six months from grant date ('Initial Vest Date'). On Initial Vest Date, grant  
(7) vests and becomes exercisable as to 1/6 of shares granted and then vests and becomes exercisable as to 1/36 of shares granted per month thereafter.

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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