

WILLIAMS CAROL
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 *
WILLIAMS CAROL

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)
President - Catherines

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 06/14/2012 | | U | | 4,662 (1) \$ 7.35 | D | |
| Common Stock | 06/14/2012 | | A | | 27,594 (2) \$ 0 (2) | D | |
| Common Stock | 06/14/2012 | | D | | 42,834 (3) \$ 7.35 | 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)

number.

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 | Amount |
| Stock Appreciation Right (right to buy) | \$ 3.11 | 06/14/2012 | | D | 154,321 (4) | (5) 10/12/2015 | Common Stock | 154,321 | |
| Stock Appreciation Right (right to buy) | \$ 1.57 | 06/14/2012 | | D | 115,000 (4) | (6) 03/22/2016 | Common Stock | 115,000 | |
| Stock Appreciation Right (right to buy) | \$ 5.18 | 06/14/2012 | | D | 41,966 (4) | (7) 04/04/2017 | Common Stock | 41,966 | |
| Stock Appreciation Right (right to buy) | \$ 4 | 06/14/2012 | | D | 60,000 (4) | (8) 03/28/2018 | Common Stock | 60,000 | |
| Stock Appreciation Right (right to buy) | \$ 6.04 | 06/14/2012 | | D | 40,506 (4) | (9) 04/01/2019 | Common Stock | 40,506 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS CAROL 450 WINKS LANE BENSALEM, PA 19020 | | | President - Catherines | |

Signatures

Carol Williams 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) Issuance of shares in settlement of performance share units for no cash consideration in a transaction exempt under Rule 16b-3(d).
- (3) Disposition pursuant to a merger for cash consideration equal to \$7.35 per share in a transaction exempt under Rule 16b-3(e).

SAR canceled pursuant to a merger in exchange for cash consideration equal to the difference between \$7.35 and the exercise price of the

- (4) SAR multiplied by the number of SARs canceled. This transaction is exempt under Rule 16b-3(e). The merger became effective on the transaction date.

- (5) This SAR (granted 10/13/2008) became exercisable as to one-third of the shares on the third anniversary of the date of grant and each of the two remaining one-third vestings of the shares upon effectiveness of the merger.

- (6) This SAR (granted 3/23/2009) became exercisable as to 40% of the shares on the second anniversary of the date of grant, 30% of the shares on the third anniversary of the date of grant and the remaining 30% of the shares upon effectiveness of the merger.

- (7) This SAR (granted 4/5/2010) became exercisable as to 25% of the shares on the first and second anniversaries of the date of grant and each of the two remaining 25% vestings of the shares upon effectiveness of the merger.

- (8) This SAR (granted 3/29/2011) became exercisable as to 25% of the shares on the first anniversary of the date of grant and each of the three remaining 25% vestings of the shares upon effectiveness of the merger.

- (9) This SAR (granted 4/2/2012) became exercisable as to all of the shares upon effectiveness of the merger.

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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