

SCHWARTZ DAVID Y
Form 4
June 08, 2009

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 *
SCHWARTZ DAVID Y

(Last) (First) (Middle)
10201 MAIN STREET
(Street)
HOUSTON, TX 77025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STAGE STORES INC [SSI]

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Common Stock	06/04/2009		A ⁽¹⁾	7,931 A	\$ 0 15,513	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)

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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)	8. Price or Value of Derivative Security (Instr. 3)
Deferred Stock Units	\$ 12.68	06/04/2009		A ⁽²⁾	4,337 ⁽²⁾	⁽²⁾ / ⁽²⁾	Common Stock	4,337

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWARTZ DAVID Y 10201 MAIN STREET HOUSTON, TX 77025	X			

Signatures

/s/ R. E. Stasyszen, Attorney in Fact for David Y. Schwartz

06/08/2009

 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) Reflects the grant on June 4, 2009 of restricted shares of the Issuer's common stock value at \$100,000 based on a net present value using the closing price of the Issuer's common stock on that date. The shares will vest, on a three-year cliff basis, on June 4, 2012.

Reflects the Director's election to receive \$55,000 of his Total Annual Retainer Fees in exchange for 4,337 of the Issuer's Deferred Stock Units under the Issuer's 2003 Non-Employee Director Equity Compensation Plan. One-twelfth (1/12) of the number of Deferred Stock Units will be credited by the Company to the Director's ledger account ("Account") on the first day of each month during the Term Year.

(2) Upon termination of service with the Company or hardship, the Director may elect either (i) a single lump sum of cash distribution of his Deferred Stock Unit Account, or (ii) a single distribution of his Deferred Stock Unit Account in the form of the Company's restricted common stock. The number of shares of common stock to be issued will be equal to the number of Deferred Stock Units credited to the Director's Account.

(3) Includes all derivative securities currently owned by the reporting person including those previously reported and 127 Deferred Stock Units credited to the reporting person's Deferred Stock Unit Account as a result of cash dividends paid to all shareholders.

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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