

Bernard Robert J  
 Form 3  
 September 02, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Bernard Robert J                        |         |          | (Month/Day/Year)                     |  | STAGE STORES INC [SSI]   |  |
| (Last)                                    | (First) | (Middle) | 08/30/2010                           |  | 4. Relationship of Reporting Person(s) to Issuer   |  |
| 10201 MAIN STREET                         |         |          |                                      |  | (Check all applicable)   |  |
| (Street)                                  |         |          |                                      |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>President and COO / South Hill Division |  |
| HOUSTON,Â TXÂ 77025                       |         |          |                                      |  | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |
| (City)                                    | (State) | (Zip)    |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
|   |         |          |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 20,000 <sup>(1)</sup>                                    | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable    Expiration Date                         | Title    Amount or Number of   |  |  |  |

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|                           |            |            |              |                       |          |            |   |
|---------------------------|------------|------------|--------------|-----------------------|----------|------------|---|
|                           |            |            |              | Shares                |          | (I)        |   |
|                           |            |            |              |                       |          | (Instr. 5) |   |
| Stock Appreciation Rights | 08/30/2012 | 08/30/2017 | Common Stock | 50,000 <sup>(2)</sup> | \$ 11.07 | D          | Â |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                     |                     |
|--|---------------|-----------|---------------------|---------------------|
|  | Director      | 10% Owner | Officer             | Other               |
| Bernard Robert J<br>10201 MAIN STREET<br>HOUSTON, TX 77025 | Â             | Â         | Â President and COO | South Hill Division |

## Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Robert J. Bernard 09/02/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) On August 30, 2010, the reporting person was granted 20,000 shares of restricted common stock. The shares will vest, on a three-year cliff basis, on August 30, 2013.
- (2) On August 30, 2010, the reporting person was granted Stock Appreciation Rights (SARs) with respect to a total of 50,000 shares of common stock. The grant price for the SARs is \$11.07 per share of common stock, which was the closing price of the issuer's common stock on the grant date. The shares will vest as follows: 25,000 shares on August 30, 2012, 12,500 shares on August 30, 2013, and 12,500 shares on August 30, 2014. They will expire on the earlier of (i) sixty days after termination of employment (one year if termination is due to death, disability or retirement), or (ii) seven years from the date of grant.

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.