

STAGE STORES INC

Form 4

December 02, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STASYSZEN RICHARD E

(Last) (First) (Middle)

10201 S. MAIN STREET

(Street)

HOUSTON, TX 77025

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2004

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP, Finance and Controller

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 11/30/2004                              |                                                             | M                                    |                                                                         | 4,167                                                                                                              | A                                                                    | \$<br>13.75                                                       |
| Common<br>Stock                       | 11/30/2004                              |                                                             | M                                    |                                                                         | 4,166                                                                                                              | A                                                                    | \$ 15                                                             |
| Common<br>Stock                       | 11/30/2004                              |                                                             | M                                    |                                                                         | 4,167                                                                                                              | A                                                                    | \$<br>16.25                                                       |
| Common<br>Stock                       | 11/30/2004                              |                                                             | S                                    |                                                                         | 12,500<br>(1)                                                                                                      | D                                                                    | \$<br>41.01                                                       |

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 13.75                                                           | 11/30/2004                              |                                                             | M                                    | 4,167                                                                                                           | 08/24/2004 08/24/2011                                          | Common<br>Stock                                                     | 4,167                                     |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15                                                              | 11/30/2004                              |                                                             | M                                    | 4,166                                                                                                           | 08/24/2004 08/24/2011                                          | Common<br>Stock                                                     | 4,166                                     |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 16.25                                                           | 11/30/2004                              |                                                             | M                                    | 4,167                                                                                                           | 08/24/2004 08/24/2011                                          | Common<br>Stock                                                     | 4,167                                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                    |
|------------------------------------------------------------------|----------------------------------|
|                                                                  | Director 10% Owner Officer Other |
| STASYSZEN RICHARD E<br>10201 S. MAIN STREET<br>HOUSTON, TX 77025 | SVP, Finance and Controller      |

## Signatures

/s/ Richard E.  
Stasyszen 12/02/2004

\_\_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) This sale was made pursuant to a pre-established, written plan for trading securities pursuant to Rule 10b5-1 adopted by the Securities Exchange Act of 1934.

On August 24, 2001, the reporting person was granted stock options for 50,000 shares in three groupings with per share exercise prices of \$13.75, \$15.00, and \$16.25, respectively. The right to exercise these options vests over four years from August 24, 2001, with 25% of

- (2) each grouping vesting at the end of each of the first four years following the date of grant, and will expire on the earlier of (i) sixty days after the termination of the Officer's employment with the Company, or (ii) ten years from the date of grant. The stock options exercised and reported on this Form 4 are a portion of that grant.

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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