

Weiss Michael A
 Form 4
 December 28, 2010

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 *
 Weiss Michael A

(Last) (First) (Middle)

C/O EXPRESS, INC., 1 EXPRESS DRIVE

(Street)

COLUMBUS, OH 43230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EXPRESS, INC. [EXPR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/23/2010

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)
 President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.01 | 12/23/2010 | | A | | 5,972 <u>(1)</u> | A | <u>(2)</u> 5,972 |
| Common Stock, par value \$0.01 | | | | | | I | 1,014,255 |
| Common Stock, par value | | | | | 7 | I | |

By the Declaration of Trust of Michael A. Weiss

By the Declaration of Trust of

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| | | | | | | | | |
|---|--|--|--|--------------------------|---|--|--|--|
| \$0.01 | | | | | | | | Arlene Weiss |
| Common Stock, par value \$0.01 | | | | 431,627 ⁽³⁾ | I | | | By Weiss Descendants 2008 Irrevocable Trust |
| Common Stock, par value \$0.01 | | | | 287,751 ⁽³⁾ | I | | | By Weiss Family 2008 Irrevocable Trust Alpha |
| Common Stock, par value \$0.01 | | | | 287,751 ⁽³⁾ | I | | | By Weiss Family 2008 Irrevocable Trust Beta |
| Common Stock, par value \$0.01 | | | | 1,000,000 ⁽⁴⁾ | I | | | By the Michael A. Weiss Trust Agreement Gamma #2 |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Weiss Michael A
C/O EXPRESS, INC.
1 EXPRESS DRIVE
COLUMBUS, OH 43230

X

President & CEO

Signatures

/s/ Lacey J. Bundy, Attorney
in Fact

12/28/2010

__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).

These shares represent restricted stock units that were granted to equitably compensate option holders as a result of the special dividend

(1) paid on December 23, 2010 and will be settled in common stock upon vesting. One quarter of the restricted stock units will vest on May 12, 2011, and one quarter of the restricted stock units will vest on that date in 2012, 2013 and 2014.

(2) The restricted stock units were granted and no price was paid therefor.

The beneficiaries of these trusts are descendants of the reporting person. The reporting person is neither a beneficiary nor a trustee of the

(3) trusts. The reporting person disclaims beneficial ownership of these securities and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

This trust is a grantor retained annuity trust for the benefit of the reporting person and his descendants. The reporting person is not the

(4) trustee of this trust. The reporting person disclaims beneficial ownership of these securities and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

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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