

Weiss Michael A  
 Form 4  
 April 03, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O EXPRESS, INC., 1 EXPRESS DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 02/18/2013

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

Chief Executive Officer

(Street)

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

COLUMBUS, OH 43230

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, par value \$0.01  | 02/15/2013                           |  | G                              | V   | 550,000   | D  | \$ 0                                       |
|                                 |                                      |  |                                |   | 856,031 <sup>(1)</sup>  | D  |  |
| Common Stock, par value \$0.01  | 02/18/2013                           |  | F                              |   | 38,691  | D  | \$ 18.51                                   |
|                                 |                                      |  |                                |   | 817,340 <sup>(1)</sup>  | D  |  |
| Common Stock, par value \$0.01  | 03/07/2013                           |  | G                              | V   | 27,902  | D  | \$ 0                                       |
|                                 |                                      |  |                                |   | 0   | I  |  |
|                                 |                                      |  |                                |   |   |  | By the Michael A. Weiss Trust Agreement    |

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|                                |            |  |     |         |        |  |         |   |   |
|--------------------------------|------------|--|-----|---------|--------|--|---------|---|---|
| Common Stock, par value \$0.01 |            |  |     |         |        |  | 339,686 | I | Gamma #2<br>(2)   |
| Common Stock, par value \$0.01 |            |  |     |         |        |  | 7       | I | By the Michael A. Weiss Trust Agreement Gamma #3<br>(2) |
| Common Stock, par value \$0.01 | 02/15/2013 |  | G V | 550,000 | A \$ 0 |  | 550,000 | I | By the Michael A. Weiss Trust Agreement Gamma #4<br>(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.**

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 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) |                                |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                          | Amount Number Shares |
| Employee Stock Option (right to buy)       | \$ 17.49   | 04/02/2013                           |  | A                              | 146,640   | (3)  | 04/02/2023  | Common Stock, par value \$0.01 | 146,640              |

## 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    X    Chief Executive Officer  
COLUMBUS, OH 43230

## Signatures

Lacey J. Bundy,  
Attorney-in-Fact    04/03/2013

\_\_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).  
Total includes 602,962 shares that are held by the Declaration of Trust of Michael A. Weiss (the M. Weiss Trust). The M. Weiss Trust is  
(1) a revocable trust of which Mr. Weiss is the trustee and sole beneficiary. Accordingly, these shares are reported as being held directly by Mr. Weiss.  
(2) This trust is a grantor retained annuity trust for the benefit of Mr. Weiss and his descendants. Mr. Weiss is not the trustee of the trust and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.  
(3) Options vest 1/3 per year beginning on the first anniversary of 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.  
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