Burlington Stores, Inc.
Form 4
September 15, 2014

FORM 4

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

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 *
MAGRINI JOYCE MANNING
(Last) (First) (Middle)
1830 ROUTE 130 NORTH
(Street)
BURLINGTON, NJ 08016
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Burlington Stores, Inc. [BURL]

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2014

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)
Executive Vice President

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/11/2014		M		1,476	D	$ 0.79	111,454	D	
Common Stock	09/11/2014		M		14,676	D	$ 0.79	126,130	D	
Common Stock	09/11/2014		M		2,457	D	$ 3.17	128,587	D	
Common Stock	09/11/2014		S		18,609	D	$ 36.9607 (1)	109,978	D	

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

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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 or Number of Shares
Employee Stock Option (right to buy)	$ 0.79	09/11/2014		M			1,476	(2)	11/02/2019	Common Stock	16,150
Employee Stock Option (right to buy)	$ 0.79	09/11/2014		M			14,676	(3)	05/13/2021	Common Stock	44,011
Employee Stock Option (right to buy)	$ 3.17	09/11/2014		M			2,457	(4)	05/13/2021	Common Stock	22,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAGRINI JOYCE MANNING 1830 ROUTE 130 NORTH BURLINGTON, NJ 08016			Executive Vice President	

Signatures

Christopher Schaub as Attorney-In-Fact for Joyce Manning Magrini	09/15/2014
**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)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $36.60 to $37.26, inclusive. The reporting person undertakes to provide to Burlington Stores, Inc., any security holder of Burlington Stores, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
(2)	The options are currently exercisable as to 80% of the shares and become exercisable as to the remaining 20% of the shares on November 2, 2014.
(3)	The options are currently exercisable as to 60% of the shares and become exercisable as to an additional 20% of the shares on May 13, 2015, and as to the remaining 20% of the shares on May 13, 2016.
(4)	The options are currently exercisable as to 60% of the shares and become exercisable as to an additional 20% of the shares on May 13, 2015, and as to the remaining 20% of the shares on May 13, 2016.

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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