STAGE STORES INC Form 4/A April 11, 2011

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LUCAS RON			2. Issuer Name and Ticker or Trading Symbol STAGE STORES INC [SSI]					5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 3. Date (Month			3. Date of (Month/D	Date of Earliest Transaction onth/Day/Year) /29/2011				(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below)		
HOUSTON	4. If Amendment, Date Original Filed(Month/Day/Year) 03/31/2011					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	03/29/2011			A	6,858 (1)	A	\$ 0	46,323	D	
Common Stock	03/29/2011			F	2,500	D	\$ 18.72	43,823	D	
Common Stock (2)	03/29/2011			A	4,700 (3)	A	\$ 0	48,523	D	

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

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number.

4.

5. Number

6. Date Exercisable and

7. Title and Amount

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)					
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amour
						Date	Expiration		or
						Exercisable	Date	Title	Numbe
				C 1 W	(A) (D)				of
				Code V	(A) (D)				Shares
Stock									
Appreciation					8,850			Common	
	\$ 18.84	03/29/2011		A	(4)	03/29/2012	03/29/2018		8,85
Rights					<u>(· · /</u>			Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and an area are	Director	10% Owner	Officer	Other			
LUCAS RON							
10201 MAIN STREET			EVP, HR				
HOUSTON, TX 77025							

3. Transaction Date 3A. Deemed

Signatures

1. Title of

(SARs) (2)

/s/ R.E. Stasyszen, Attorney in Fact for Ron
Lucas
04/11/2011

**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).
- Represents Performance Shares granted March 28, 2008 and awarded as common stock on March 29, 2011 as a result of the completion of the three year Performance Cycle that began on the first day of the 2008 fiscal year (February 3, 2008) and ended on the last day of the 2010 fiscal year (January 29, 2011).
- Due to miscommunication, the shares of restricted common stock and the stock appreciation rights granted the reporting person were incorrectly reported. The purpose of this Amended Form 4 is to correctly report the reduced amounts of those grants. The performance shares granted the reporting person were correctly reported.
- (3) On March 29, 2011, the reporting person was granted 4,700 shares of restricted common stock. The shares will vest 25% per year on the first four anniversary dates from the date of grant.
- (4) On March 29, 2011, the reporting person was granted Stock Appreciation Rights (SARs) with respect to a total of 8,850 shares of common stock. The grant price for the SARs is \$18.84 per share of common stock, which was the closing price of the Issuer's common

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stock on that date. The SARs will vest 25% per year on the first four anniversary dates from the date of grant. 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.