ROSS STORES INC
Form 4
March 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FASSIO JAMES S

(Last) (First) (Middle)

5130 HACIENDA DRIVE

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ROSS STORES INC [ROST]

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2015

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)
President, Chief Dev. Officer

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	03/16/2015		M		10,000	A	$ 13.905	226,298	D	
Common Stock	03/16/2015		S		10,000	D	$ 107.1371 (1)	216,298	D	
Common Stock	03/16/2015		A		11,171 (5)	A	$ 0	227,469	D	
Common Stock	03/16/2015		F		1,259	D	$ 106.85	226,210	D	
Common Stock	03/16/2015		A		7,875 (5)	A	$ 0	234,085	D	

Common Stock	03/16/2015		F		887	D	$ 106.85	233,198	D	
Common Stock	03/16/2015		G	V	3,569	D	$ 0	229,629	D	
Common Stock	03/17/2015		F		47,839	D	$ 106.38	181,790	D	
Common Stock	03/17/2015		G	V	43,843	D	$ 0	137,947	D	
Common Stock	03/16/2015		G	V	3,569	A	$ 0	208,206	I	by Trust A (3)
Common Stock	03/17/2015		G	V	43,843	A	$ 0	252,049	I	by Trust A (3)
Common Stock								90,000	I	by Trust B (4)

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 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
Non-Qualified Stock Option (right to buy)	$ 13.905	03/16/2015		M			10,000	(2)	03/16/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FASSIO JAMES S 5130 HACIENDA DRIVE			President, Chief Dev. Officer	

DUBLIN, CA 94568

Signatures

/s/ John Call for JAMES S. FASSIO	03/18/2015
**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 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $107.13 to $107.19, inclusive. The reporting person undertakes to provide to Ross Stores, Inc., any security holder of Ross Stores, Inc., and to the staff of the Securities and Exchange Commission upon request, full information regarding the numbers of shares sold at each separate price within this price range.

(2) Option is exercisable as it vests in monthly increments beginning the first full month from date of grant with a vested ratio of 1/72 for the first year, 2/72 for the second year and 3/72 for the third year.

(3) Securities held in the name of James S. Fassio Revocable Trust.

(4) Securities held in the name of James S. Fassio 2012 Dynasty Irrevocable Trust.

(5) Shares issued pursuant to the settlement of a performance share award under the terms of the 2008 Equity Incentive Plan. Shares vest 30% on settlement date of March 16, 2015, 30% on March 16, 2016 and 40% on March 16, 2017.

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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