ROSS STORES INC Form 4

March 16, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 2005

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * O SULLIVAN MICHAEL B			2. Issuer Name and Ticker or Trading Symbol ROSS STORES INC [ROST]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
5130 HACIEN	IDA DRIVI	Ξ	(Month/Day/Year) 03/14/2017	_X_ Director 10% Owner Specify below) Other (specify below) President, Chief Operating Off		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DUBLIN, CA	94568		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(0:.)	(0)	(77: \				

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/14/2017		Code V F	Amount 43,820	(D)	Price \$ 67.28	401,247	D	
Common Stock	03/14/2017		A	78,926 (1)	A	\$0	480,173	D	

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

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SEC 1474

(9-02)

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

1. Title	e of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and 8	3. Price of	9. Nu
Deriva	tive Conversio	on (Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount	of I	Derivative	Deriv
Securit	ty or Exercis	e	any	Code	of	(Month/Day/	Year)	Underlyi	ing S	Security	Secui
(Instr.	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es (Instr. 5)	Bene
	Derivative	e			Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
						Date	Expiration	or Title Ni	umber		
						Exercisable	Date	of			
				Code V	(A) (D)				nares		
				Code v	(A) (D)			31.	iaics		

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
O SULLIVAN MICHAEL B							
5130 HACIENDA DRIVE	X		President, Chief Operating Off				

DUBLIN, CA 94568 Signatures

/s/Ken Jew for Michael O'Sullivan

**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).

Shares issued pursuant to settlement of a performance share award under the terms of the 2008 Equity Incentive Plan. Shares become (1) vested as follows: 23,679 shares vest as of March 14, 2017, 23,677 shares vest as of March 12, 2018, and 31,570 shares vest as of March 12, 2019

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.

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