

CHARMING SHOPPES INC

Form 4

June 15, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**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 \*  
GOLDSTEIN MICHAEL2. Issuer Name and Ticker or Trading Symbol  
CHARMING SHOPPES INC  
[CHRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

450 WINKS LANE

(Street)

BENSALEM, PA 19020

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/14/20124. If Amendment, Date Original  
Filed(Month/Day/Year)☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    | 06/14/2012                           |                                                    | U                              | (A)<br>or<br>(D)<br>Amount<br>20,000<br>(1)<br>Price<br>\$ 7.35   | 74,941                                                                                        | D                                                        |                                   |
| Common Stock                    | 06/14/2012                           |                                                    | D                              | (A)<br>or<br>(D)<br>Amount<br>74,941<br>(2)<br>Price<br>\$ 7.35   | 0                                                                                             | D                                                        |                                   |

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

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(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 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) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 06/14/2012                           |                                                    | D                              | 37,604 <sup>(3)</sup>                                                                   | <sup>(3)</sup> <sup>(3)</sup>                            | Common Stock                                                  | 37,604 \$                                                     |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|-----------------------------------------------------------|---------------|-----------|---------|-------|
|                                                           | Director      | 10% Owner | Officer | Other |
| GOLDSTEIN MICHAEL<br>450 WINKS LANE<br>BENSALEM, PA 19020 | X             |           |         |       |

## Signatures

Michael Goldstein 06/14/2012

                     \*\*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) Disposition of shares in tender offer which constitutes a change in control for cash consideration equal to \$7.35 per share.
- (2) Disposition of shares resulting from restricted stock units and other deferrals pursuant to a merger for cash consideration equal to \$7.35 per share in a transaction exempt under Rule 16b-3(e).  
Restricted stock units ("RSUs") canceled pursuant to a merger in exchange for cash consideration equal to \$7.35 per RSU. RSUs were
- (3) settleable upon termination of service as a director or earlier upon a change in control. RSUs are settled by issuance of one share for each RSU. This transaction is exempt under Rule 16b-3(e). A change in control became effective on the transaction date.

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.