M11 5	NG SHOPPES INC				
	2002				
	NITED STATES SECURITIES AND EXCHANGE COMM shington, D.C. 20549	ISSION			
	ORM 5 INUAL STATEMENT OF CHANGES IN BENEFICIAL	OWNERSHIP			
[] Check box if no longer subject to Sect Form 4 or Form 5 obligations may conti				
[] Form 3 Holdings Reported				
[] Form 4 Transactions Reported				
1.	Name and Address of Reporting Person(s) LEWIS, PAMELA S. 450 WINKS LANE				
	BENSALEM, PA 19020 Issuer Name and Ticker or Trading Symbo CHARMING SHOPPES, INC. (CHRS) I.R.S. Identification Number of Reporti		an entity	(Voluntary)	
4.	Statement for Month/Year 02/02				
	If Amendment, Date of Original (Month/Y Relationship of Reporting Person(s) to [X] Director [] 10% [] Officer (give title below) [] Othe	Issuer (Check a Owner		able)	
7.	Individual or Joint/Group Filing (Check [X] Form filed by One Reporting Person [] Form filed by More than One Reporti		ne)		
	ble I Non-Derivative Securities Acquir			-	
	Title of Security	2)Trans- action Date (Month/	3.Trans- action Code	4.Securities or Disposed	s Acquired(A of (D) A or
		Day/Year) 	Code 	Amount	D Price

1)Title of Derivative Security	2)Conversion or Exercise Price of Derivative Security	3)Trans- action Date	4)Trans- action Code Code	5)Number of Der Securities Acqu or Disposed of A	ired (A)
Deferred Shares	(1)	03/31/01	А	222	
Deferred Shares	(1)	06/13/01	А	208	

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Deferred Shares	(1)	09/28/01	A	234
Deferred Shares	(1)	12/31/01	A	217

Table II (PART 2) Derivative	Securitite	s Acquired, Disposed of, or Be	neficially Own	ed (Columns
1)Title of Derivative Security	3)Trans- action Date	7)Title and Amount of Underlying Securities	Amount or	8)Price of Deri- vative Security
-		Title	Number of Shares	
Deferred Shares	03/31/01	Common Stock	222	
Deferred Shares	06/13/01	Common Stock	208	
Deferred Shares	09/28/01	Common Stock	234	
Deferred Shares	12/31/01	Common Stock	217	

SIGNATURE OF REPORTING PERSON /S/ LEWIS, PAMELA S. DATE 02/07/02