

STAGE STORES INC  
Form 4  
July 10, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

\_\_\_\_ 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\*

Scarborough                      James  
(Last)                                      (First)                                      (Middle)

10201 Main St.  
(Street)

Houston                                      TX                                      77025  
(City)                                      (State)                                      (Zip)

2. Issuer Name and Ticker or Trading Symbol    **Stage Stores, Inc. ("STGS")**

3. I.R.S. Identification Number of Reporting Person, if an Entity  
(Voluntary)

4. Statement for Month/Year                                      July 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director    X Officer    \_\_\_\_ 10% Owner    \_\_\_\_ Other  
(give title below) (specify below)

Chairman, Chief Executive Officer and President

7. 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<br>(Instr. 3)          | 2. Transaction Date<br>(month/day/year) | 3. Transaction Code<br>(Instr. 8) | 4. Transaction Code<br>Code |
|---------------------------------------------|-----------------------------------------|-----------------------------------|-----------------------------|
| Common<br>S t o c k ,<br>\$.01 par<br>value | 07/09/2002                              | P                                 | V                           |
| Common<br>Stock, \$.01<br>par value         | 07/09/2002                              | P                                 |                             |
| Common<br>Stock, \$.01<br>par value         | 07/09/2002                              | P                                 |                             |
| Common<br>Stock, \$.01<br>par value         | 07/09/2002                              | P                                 |                             |

Table I - Continued

| 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>Amount - (A) -<br>Price<br><br>or<br>(D) | 5. Amount of Securities<br>Beneficially Owned at<br>End of Month<br>(Instr. 3 and 4) | 6. Ownership Form:<br>Direct (D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 4) |
|-------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------|
| 5,200      A<br>\$33.00                                                                                                 | 5,200                                                                                | D                                                                 |                                                             |
| 3,900      A      \$32.99                                                                                               | 3,900                                                                                | D                                                                 |                                                             |
| 800      A      \$32.98                                                                                                 | 800                                                                                  | D                                                                 |                                                             |
| 100      A      \$32.97                                                                                                 | 100                                                                                  | D                                                                 |                                                             |
|                                                                                                                         | Total: 10,000                                                                        | D                                                                 |                                                             |

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

**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 (mm/dd/yy) | 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 (mm/dd/yy) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------|--------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------|
|                                            |                                                        |                                |                                |                                                                                        |                                                    |
|                                            |                                                        |                                |                                |                                                                                        |                                                    |
|                                            |                                                        |                                |                                |                                                                                        |                                                    |
|                                            |                                                        |                                |                                |                                                                                        |                                                    |

Table II - Continued

| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------------------------|
|                                                               |                                            |                                                                                  |                                                                                           |                                                        |
|                                                               |                                            |                                                                                  |                                                                                           |                                                        |
|                                                               |                                            |                                                                                  |                                                                                           |                                                        |
|                                                               |                                            |                                                                                  |                                                                                           |                                                        |

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

Explanation of Responses:

/s/ James Scarborough

July 10, 2002

\*\*Signature of Reporting Person

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
*See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.