

STAGE STORES INC  
Form 4  
February 10, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
**LUNDY RUSS II**

(Last) (First) (Middle)  
**2425 WEST LOOP SOUTH**  
  
(Street)

**HOUSTON, TX 77027**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**STAGE STORES INC [SSI]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/28/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Chief Stores Officer**

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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/09/2016		A	39 <sup>(1)</sup> A \$ 7.2089	49,131	D	
Common Stock					1,121 <sup>(2)</sup>	I	By Spouse <sup>(3)</sup>

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

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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)	Amount or Number of Shares
Stock Appreciation Rights <sup>(4)</sup>	\$ 15.5					03/26/2011 03/26/2017	Common Stock	1,000
Stock Appreciation Rights <sup>(5)</sup>	\$ 18.84					03/29/2012 03/29/2018	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUNDY RUSS II 2425 WEST LOOP SOUTH HOUSTON, TX 77027			EVP, Chief Stores Officer	

## Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Russ Lundy II 02/10/2016

\_\_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) These shares were acquired pursuant to the Stage Stores, Inc. Nonqualified Deferred Compensation Plan.

On January 28, 2013, Mr. Lundy became a reporting person. The amount reported reflects shares of common stock of the issuer owned by the reporting person's spouse on January 28, 2013, plus his spouse's subsequent acquisitions of common stock on April 4, 2013, April 3, 2014, June 18, 2014, September 17, 2014, December 18, 2014, March 19, 2015, March 26, 2015, June 18, 2015, September 17, 2015 and

(2) December 17, 2015, less his spouse's dispositions to satisfy tax withholding obligations on March 28, 2014, April 4, 2014, March 28, 2015, April 3, 2015 and April 4, 2015. Each such disposition was a surrender of common shares to satisfy withholding tax obligations and is exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 166-3(e).

(3)

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The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

- (4) On March 26, 2010, the reporting person's spouse was granted Stock Appreciation Rights (SARs) with respect to a total of 1,000 shares of common stock. The SARs vested 25% per year on the first four anniversary dates from the date of grant and will expire on the earlier of (i) sixty days after termination of employment (one year if termination is due to death, disability or retirement), or (ii) seven years from the date of grant.

- (5) On March 29, 2011, the reporting person's spouse was granted SARs with respect to a total of 1,000 shares of common stock. The SARs vested 25% per year on the first four anniversary dates from the date of grant and will expire on the earlier of (i) sixty days after termination of employment (one year if termination is due to death, disability or retirement), or (ii) seven years from the date of grant.

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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