STAGE STORES INC Form 4

July 17, 2007

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

1(b).

(Last)

1.Title of

Security

(Instr. 3)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHWARTZ DAVID Y

(First) (Middle)

10201 MAIN STREET

(Street)

HOUSTON, TX 77025

2. Issuer Name and Ticker or Trading

Symbol

STAGE STORES INC [SSI]

3. Date of Earliest Transaction (Month/Day/Year)

07/11/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

Issuer

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

5. Amount of

Beneficially

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

> 2. Transaction Date 2A. Deemed 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

(Month/Day/Year)

Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Following (A)

or

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4 Transaction Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriva Securi (Instr.

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Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Title** Amount Exercisable Date or Number of Shares Deferred Common 1.297 (1) Stock \$ 21.2 (1) 07/11/2007 Α 1,297 (1) Stock (1) Units

Reporting Owners

Signatures

/s/ R. E. Stasyszen, Attorney in Fact for David Y.
Schwartz 07/17/2007

**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).

Reflects the Director's election to receive \$27,500 of his Total Annual Retainer Fees for the 2007-2008 Term Year in exchange for 1,297 of the Company's Deferred Stock Units under the Company's 2003 Non-Employee Director Equity Compensation Plan. One-eleventh (1/11) of the number of Deferred Stock Units will be credited by the Company to the Director's ledger account ("Account") on the first

(1) day of each month during the Term Year. Upon termination of service with the Company or hardship, the Director may elect either (i) a single lump sum of cash distribution of his Deferred Stock Unit Account, or (ii) a single distribution of his Deferred Stock Unit Account in the form of the Company's restricted common stock. The number of shares of common stock to be issued will be equal to the number of Deferred Stock Units credited to the Director's Account.

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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