Edgar Filing: WOODWARD O JAMES III - Form 4

WOODWAR Form 4 January 20, 20	D O JAMES III									
Check this if no longe subject to Section 16 Form 5 obligation may contin <i>See</i> Instruct 1(b).	4 UNITED S box Ser STATEN 5. Filed pur Section 17(MENT OF rsuant to Se (a) of the Pt	Wash CHANG Section 160 ublic Util	ington EES IN SECUI (a) of th ity Hol	h, D.C. 20 BENEF RITIES ne Securi Iding Cor	1549 ICIAL O ties Excha	E COMMISSIO WNERSHIP OI ange Act of 1934 t of 1935 or Secti 1940	N OMB Number: Expires: Estimated burden hor response	urs per	
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> WOODWARD O JAMES III			2. Issuer Name and Ticker or Trading Symbol GOTTSCHALKS INC [GOT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) C/O GOTTSCHALKS INC., 7 RIVER PARK PLACE EAST			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			X_ Director 10% Owner Officer (give title Other (specify below) below)				
			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Table	I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
	2. Transaction Date Month/Day/Year)	2A. Deemec Execution D any (Month/Day	Date, if T C //Year) (I	ransactic ode nstr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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 Beneficial Ownership (Instr. 4)	
Reminder: Repo	ort on a separate line	e for each clas	ss of securi	ties bene	Perso inform requir	ns who re nation con red to resp nys a curre	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Month/Day/Year) (Instr. 8		 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 						(I
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Purchase Common Stock	\$ 8.39 <u>(1)</u>	01/03/2006	А		5,000		(2)	01/03/2016	Common Stock	5,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting o wher Funce / Funcess	Director	10% Owner	Officer	Other				
WOODWARD O JAMES III C/O GOTTSCHALKS INC. 7 RIVER PARK PLACE EAST FRESNO, CA 93720	х							
Signatures								
/s/ O. James Woodward, III	01/20/200)6						

**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) Options were distributed on 1/19/2006, but are granted at the market price as of 1/3/2006 at \$8.39 per share. Options are exercisable over the next ten years at the rate of 25% per year from Transaction Date.
- (2) Options become vested and exercisable in increments of 25% on each of the first, second, third and fourth anniversaries of the Transaction Date of 1/3/2006.

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.