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STERN COLIN D

Form 4

May 06, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.
- 1. Name and Address of Reporting Person(s) STERN, COLIN D. 450 WINKS LANE

BENSALEM, PA 19020

- 2. Issuer Name and Ticker or Trading Symbol CHARMING SHOPPES, INC. (CHRS)
- 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
- 4. Statement for Month/Year 04/02
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - [] Director [] 10% Owner
 - [X] Officer (give title below) [] Other (specify below)
 - EVP, General Counsel

and Secretary

- 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-Deri	vative Securities	Acquired,	Disposed	of,	or	Beneficially	Owned
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1) Title of Security	2)Trans- action		- 4.Securities Acquired(A) or Disposed of (D)				
	Date	Code		A			
	(Month/ Day/Year)	Code V	Amount	or	Price		
Common Stock	01/31/02	F V	449	D	\$5.89000		
Common Stock	02/08/02	F V	561	D	\$6.19000		
Common Stock (1)	02/11/02	A V	9,000	A	\$0.00000 (1)		
Common Stock	02/22/02	F V	450	D	\$6.59000		

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative	2)Conversion	3)Trans-	4)Trans-	5) Number of Derivative
Security	or Exercise	action	action	Securities Acquired (A)
	Price of	Date	Code	or Disposed of (D)
	Derivative			
	Security		Code V	A D

Non-Qualified Stock Option \$6.00000 02/11/02 A V 150,000 (right to buy) (2)

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Table II (PART 2) Derivative S	ecurities	Acquired, I	Disposed of	, or Bene	eficially	Owned	(Columns	1
Security	•	7)Title and Amount of Underlying Securities			Amount (8)Price of Deri- vative Security		
-		Title 			Shares			
Non-Qualified Stock Option (right to buy) (2)	02/11/02	Common Stoo	ck		150,000			

SIGNATURE OF REPORTING PERSON /S/ STERN, COLIN D. DATE 05/01/02