

CHARMING SHOPPES INC

Form 4

December 07, 2004

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STERN COLIN D

2. Issuer Name **and** Ticker or Trading
Symbol
CHARMING SHOPPES INC
[CHRS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
450 WINKS LANE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2004

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, General Counsel & Sec.

BENSALEM, PA 19020

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-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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/06/2004		M	40,000 A	\$ 6 114,784	D	
Common Stock	12/06/2004		S	40,000 D	\$ 8.994 74,784	D	
Common Stock	12/06/2004		M	60,000 A	\$ 4.3125 134,784	D	
Common Stock	12/06/2004		S	60,000 D	\$ 8.994 74,784	D	
Common Stock	12/06/2004		M	25,000 A	\$ 3.625 99,784	D	

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Common Stock 12/06/2004 S 25,000 D \$ 8.994 74,784 D

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 Ar Underlying Se (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 3.625	12/06/2004		M		25,000		02/10/2000 ⁽¹⁾	02/10/2009	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 4.3125	12/06/2004		M		60,000		02/18/1999 ⁽¹⁾	02/18/2008	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6	12/06/2004		M		40,000		03/13/1998 ⁽¹⁾	03/13/2007	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STERN COLIN D 450 WINKS LANE BENSALEM, PA 19020			EVP, General Counsel & Sec.	

Signatures

STERN, COLIN D. 12/06/2004

**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) Option became exercisable for 20% of the underlying shares annually, beginning on the date indicated.

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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