

HUNTER STEVEN L
 Form 3
 March 10, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HUNTER STEVEN L | | (Month/Day/Year) | STAGE STORES INC [SSI] | |
| (Last) | (First) | (Middle) | 03/01/2010 | |
| 10201 MAIN STREET | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| HOUSTON,Â TXÂ 77025 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | EVP, Chief Information Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,000 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Title | Amount or Number of | | |

Edgar Filing: HUNTER STEVEN L - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------|------------|------------|--------------|-----------------------|----------|-------------------|---|
| Stock Appreciation Rights | 06/02/2009 | 06/02/2015 | Common Stock | 15,000 ⁽²⁾ | \$ 13.26 | D | Â |
| Stock Appreciation Rights | 03/27/2010 | 03/27/2016 | Common Stock | 15,000 ⁽³⁾ | \$ 9.77 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUNTER STEVEN L 10201 MAIN STREET HOUSTON, TX 77025 | Â | Â | Â EVP, Chief Information Officer | Â |

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Steven L.
Hunter

03/10/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) On June 2, 2008, the reporting person was granted 5,000 shares of restricted common stock. The shares will vest, on a three-year cliff basis, on June 2, 2011.
- On June 2, 2008, the reporting person was granted Stock Appreciation Rights (SARs) with respect to a total of 15,000 shares of common stock. The grant price for the SARs is \$13.26 per share of common stock, which was the closing price of the issuer's common stock on the grant date. The SARs will vest 25% per year on the first four anniversary dates from the date of grant. They 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.
- (2) On March 27, 2009, the reporting person was granted Stock Appreciation Rights (SARs) with respect to a total of 15,000 shares of common stock. The grant price for the SARs is \$9.77 per share of common stock, which was the closing price of the issuer's common stock on the grant date. The SARs will vest 25% per year on the first four anniversary dates from the date of grant. They 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.
- (3)

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.