

Williams Steven R Jr
 Form 4
 March 29, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Williams Steven R Jr

2. Issuer Name and Ticker or Trading Symbol
 STAGE STORES INC [SSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2425 WEST LOOP SOUTH
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/27/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CIO

HOUSTON, TX 77027

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/27/2019		M ⁽¹⁾	18,750 A \$ 0	18,750	D	
Common Stock	03/27/2019		D ⁽¹⁾	18,750 D \$ 0.95	0	D	

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Derivative Securities Acquired (Instr. 3, 4, and 5)
2018 Restricted Stock Unit	(2)	03/27/2019		M(1)	18,750	(3) (3)	Common Stock	18,750 (4)
-								
3/27/2018								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Steven R Jr 2425 WEST LOOP SOUTH HOUSTON, TX 77027			EVP, CIO	

Signatures

/s/ R. E. Stasyszen, Attorney in Fact for Steven R. Williams, Jr. 03/29/2019

**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) Represents the vesting and cash settlement of restricted stock units ("RSU") in accordance with the terms of the award agreement granted on March 27, 2018.
Each restricted stock unit (RSU) represents the right to receive, at settlement, cash equal to the fair market value of one share of the Issuer's common stock on the vesting date. Upon vesting, each cash settlement shall not exceed five times the per share fair market value of the Issuer's common stock on the grant date multiplied by the number of RSUs vesting.
 - (2) Issuer's common stock on the vesting date. Upon vesting, each cash settlement shall not exceed five times the per share fair market value of the Issuer's common stock on the grant date multiplied by the number of RSUs vesting.
 - (3) The RSUs vest 25% per year on the first four anniversary dates from the grant date of March 27, 2018.
 - (4) Represents the portion of the cash-settled RSUs granted on March 27, 2018 that vested on March 27, 2019.

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.