#### **CHARMING SHOPPES INC**

Form 4 June 23, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

06/22/2006

Stock (1)

1. Name and Address of Reporting Person *LEWIS PAMELA S DR			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			ARMI IRS]	NG SI	НC	OPPES II	NC		(Cho	eck all applicable	e)
(Last)	(First) (M		3. Date of Earliest Transaction			_X_ Director Officer (given		6 Owner er (specify			
450 WINKS LANE			(Month/Day/Year) 06/22/2006					below)	below)	er (speerry	
	4. If	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
		Filed	d(Month/	/Day/Yea	ır)				Applicable Line)	One Penarting De	arcon
BENSALE							_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	Zip)	Table I	- Non-l	De	rivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3	3.		4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Dat	te, if	Transact	tio	nAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	(	Code		Disposed	of (D	)	Beneficially	(D) or	Beneficial
		(Month/Day/Y	Year) (	(Instr. 8)	)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
									Following	(Instr. 4)	(Instr. 4)
							(A)		Reported		
							or		Transaction(s) (Instr. 3 and 4)		
			(	Code V	V	Amount	(D)	Price	(msu. 3 anu 4)		
Common	06/22/2006			٨		7.500	۸	\$0	22 307	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

22,397

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

7,500

A

#### Edgar Filing: CHARMING SHOPPES INC - Form 4

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. 5. Number Transaction Derivativ Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option (right to buy)	\$ 11.28	06/22/2006		A	7,500	06/01/2007(3)	06/22/2016	Common Stock	7

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
LEWIS PAMELA S DR 450 WINKS LANE BENSALEM, PA 19020	X						

### **Signatures**

LEWIS,
PAMELA S.

\*\*Signature of Date

\*\*Signature of Reporting Person

# **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).

Restricted Share Units ("RSU") automatically granted under the Company's 2003 Non-Employee Directors Compensation Plan, as amended, for no consideration other than services, in a transaction exempt under Rule 16b-3(d), which will vest and become

- (1) non-forfeitable at June 1, 2007 or earlier in the event of death, disability, a change in control, or termination of service as a director in certain other circumstances. RSUs will be settled upon vesting, except that the Reporting Person may elect to defer settlement, in which case deferred RSUs will be settled solely by delivery of shares in a lump sum or in installments at or following the Reporting Person's termination of service as a director in accordance with such deferral election.
- (2) Stock option granted under Charming Shoppes, Inc. 2003 Non-Employee Directors Compensation Plan, as amended, for no consideration other than services, in a transaction exempt under Rule 16b-3(d).
- Option becomes exercisable for 100% of the underlying shares beginning on the date indicated, subject to earlier vesting in the event of death, disability, a change in control, or termination of service as a director in certain other circumstances.

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.

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