**ROSSKAMM ALAN** 

Form 4 June 23, 2006

## FORM 4

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

**OMB** 

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(City)

(State)

(Zin

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ROSSKAMM ALAN** Issuer Symbol CHARMING SHOPPES INC (Check all applicable) [CHRS] \_X\_\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 450 WINKS LANE 06/22/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BENSALEM, PA 19020 Person

(City)	(State) (2	Table	I - Non-Do	erivative Securities A	cquired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
Common Stock (1)	06/22/2006		A	7,500 A $\frac{\$ 0}{(1)}$	42,734	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)

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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)	Pate, if Transaction I Code Sec		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				
1 6	Director	10% Owner	Officer	Other	
ROSSKAMM ALAN 450 WINKS LANE BENSALEM, PA 19020	X				

## **Signatures**

ROSSKAMM,

ALAN 06/22/2006

\*\*Signature of Date
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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