

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G/A

CHARMING SHOPPES INC
Form SC 13G/A
January 29, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)
Information statement pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934
(Amendment No.6)

Charming Shoppes, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

161133103
(CUSIP Number)

Date of Event Which Requires Filing of this Statement: December 31, 2003

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 161133103 13G

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Royce & Associates, LLC 52-2343049
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York
NUMBER OF 5 SOLE VOTING POWER
SHARES 8,611,200
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY
EACH 7 SOLE DISPOSITIVE POWER
REPORTING 8,611,200
PERSON 8 SHARED DISPOSITIVE POWER
WITH
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON 8,611,200
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES []
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.61%
12 TYPE OF REPORTING PERSON
IA

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Item 1(a) Name of Issuer:
Charming Shoppes, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
Investor Relations
450 Winks Lane

Bensalem, PA 19020

Item 2(a) Name of Persons Filing:
Royce & Associates, LLC

Item 2(b) Address of Principal Business Office, or, if None, Residence:
1414 Avenue of the Americas, New York, NY 10019

Item 2(c) Citizenship:
New York Corporation

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
161133103

Item 3 If this statement is filed pursuant to rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund
- (g) Parent Holding Company, in accordance with Rule 13d-1 (b) (ii) (G)
- (h) Group

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Item 4 Ownership

(a) Amount Beneficially Owned:
8,611,200

(b) Percent of Class:
7.61%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote
8,611,200

(ii) shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition
of 8,611,200

(iv) shared power to dispose or to direct the
disposition of _____

Item 5 Ownership of Five Percent or Less of a Class. []

Item 6 Ownership of More than Five Percent on Behalf of Another Person .
NOT APPLICABLE

Item 7 Identification and Classification of the Subsidiary Which Acquired
The Security Being Reported on by the Parent Holding
Company.

NOT APPLICABLE

Item 8 Identification and Classification of Members of the Group.

NOT APPLICABLE

Item 9 Notice of Dissolution of Group.

NOT APPLICABLE

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Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to it is true, complete and correct.

Date: January 29, 2004

By: W. Whitney George, Vice President

; border-bottom-width: 1">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 Indirect Beneficial Ownership
(Instr. 4) Code V Amount (A) or (D) Price Common Stock \$.01 Par Value ND03/18/2009 03/18/2009J⁽¹⁾ 30,024 D \$ 0 0 I
GRAT August 18, 2008 Gary Jacobs As Trustee Common Stock \$.01 Par Value ND03/18/2009 03/18/2009J⁽¹⁾
30,024 A \$ 0 30,024 I Jacobs Family Trust Common Stock \$.01 Par Value ND03/18/2009 03/18/2009J⁽²⁾ 30,024 D \$
0 0 I Jacobs Family Trust Common Stock \$.01 Par Value ND03/18/2009 03/18/2009J⁽²⁾ 30,024 A \$ 0 30,024 I GRAT
March 18, 2009 Gary Jacobs As Trustee Common Stock \$.01 Par Value ND 8,790 D

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

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.

SEC 1474
(9-02)

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V (A) (D)				
Emp Stk Option (Right to Buy)	\$ 16.6563			06/01/2001	06/01/2010	Common Stock \$.01 Par Value ND	277,800
Emp Stk Option (Right to Buy)	\$ 12.74			02/27/2004	02/27/2013	Common Stock \$.01 Par Value ND	240,000
Emp Stk Option (Right to Buy)	\$ 34.05			05/03/2006	05/03/2012	Common Stock \$.01 Par Value ND	400,000
Employee Stock Appreciation Rights	\$ 19			10/06/2009	10/06/2015	Common Stock \$.01 Par Value ND	112,500
Restricted Stock Units	\$ 0			10/06/2009	10/06/2015	Common Stock \$.01 Par Value ND	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBS GARY N 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X		EVP, General Counsel & Secy	

Signatures

Troy McHenry,
Attorney-In-Fact
03/19/2009

__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) These shares were transferred to the Jacobs Family Trust from the grantor retained annuity trust on March 18, 2009, where the reporting person serves as trustee, in exchange for marketable securities having an equal value on the transaction date.
- (2) These shares were contributed to a grantor retained annuity trust on March 18, 2009 where the reporting person serves as trustee.

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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