

CHARLOTTE RUSSE HOLDING INC

Form 4

March 29, 2002

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

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
ZEICHNER, BERNARD
4645 Morena Blvd.

San Diego, CA 92117
2. Issuer Name and Ticker or Trading Symbol
Charlotte Russe Holding, Inc. (CHIC)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
03/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & C.E.O.
7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1) Title of Security	2) Trans- action Date (Month/ Day/Year)	3) Trans- action Code Code V	4) Securities Acquired (A) or Disposed of (D) Amount	A or D	Price
Common Stock	03/05/02	M	90,000	A	\$1.000
Common Stock	03/05/02	S	90,000	D	\$25.153
Common Stock	03/06/02	M	50,000	A	\$1.000
Common Stock	03/06/02	S	50,000	D	\$24.250
Common Stock	03/07/02	M	85,000	A	\$1.000
Common Stock	03/07/02	S	85,000	D	\$24.844
Common Stock					

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A	D
Non-Qualified Stock Option	\$1.000	03/05/02	M	90,000	

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(right to buy)					
Non-Qualified Stock Option	\$1.000	03/06/02	M		50,000
(right to buy)					
Non-Qualified Stock Option	\$1.000	03/07/02	M		85,000
(right to buy)					

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
		Title	Amount or Number of Shares
-			
Non-Qualified Stock Option (right to buy)	03/05/02	Common Stock	90,000
Non-Qualified Stock Option (right to buy)	03/06/02	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	03/07/02	Common Stock	85,000

SIGNATURE OF REPORTING PERSON
 /S/ ZEICHNER, BERNARD
 DATE 03/29/02