

ROSS STORES INC
Form 4
May 15, 2014

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 *
ORBAN GEORGE

(Last) (First) (Middle)
5130 HACIENDA DRIVE
(Street)
DUBLIN, CA 94568
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROSS STORES INC [ROST]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. 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 (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	05/14/2014		M		16,000	A	\$ 12.27
Common Stock					63,700	I	by Daughter ⁽¹⁾
Common Stock					24,500	I	by Daughter Sophie ⁽²⁾
Common Stock					48,655	I	by Daughter Trust II ⁽³⁾
Common Stock					2,191,827	I	by Partnership
					63,700	I	by Son ⁽⁴⁾

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Common Stock

Common Stock	48,655	I	by Son Trust II ⁽⁵⁾
Common Stock	87,855	I	by Sophie Trust II ⁽⁶⁾

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

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(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 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 Security (Instr. 3 and 4)	8. Amortization Schedule	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.27	05/14/2014		M	16,000	⁽⁷⁾ 05/20/2014	Common Stock	16,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORBAN GEORGE 5130 HACIENDA DRIVE DUBLIN, CA 94568		X		

Signatures

/s/John Call for George P. Orban
05/15/2014

 **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) Securities held in the name of Anne Elise Orban Trust.
- (2) Securities held by daughter Sophie under UGMA, with non-household member as custodian.
- (3) Securities held in the name of Anna Elise Orban Trust II.
- (4) Securities held in the name of Jeremy Gyuri Orban Trust.
- (5) Securities held in the name of Jeremy Gyuri Orban Trust II.
- (6) Securities held in the name of Sophie Orban Trust II.

Grant to reporting person of an option which begins vesting six months from grant date ('Initial Vest Date'). On Initial Vest Date, grant

- (7) vests and becomes exercisable as to 1/6 of the shares granted and then vests and becomes exercisable as to 1/36 of the shares granted per month thereafter.

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.