Edgar Filing: CHARMING SHOPPES INC - Form 4

CHARMING SHOPPES INC Form 4 June 27, 2008								
		OMB APPROVAL						
UNITED STATE	S SECURITIES AND EXCHANGE (Washington, D.C. 20549	COMMISSION OMB Number: 3235-0287						
Section 16. Form 4 or	OF CHANGES IN BENEFICIAL OW SECURITIES	Estimated average burden hours per response 0.5						
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> Bennet Richard Wilson III	2. Issuer Name and Ticker or Trading Symbol CHARMING SHOPPES INC [CHRS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) 450 WINKS LANE	3. Date of Earliest Transaction (Month/Day/Year) 06/26/2008	X_ Director10% Owner Officer (give titleOther (specify below)below)						
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
BENSALEM, PA 19020		Form filed by More than One Reporting Person						
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Det Execut any (Month		5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially(D) orBeneficialOwnedIndirect (I)OwnershipFollowing(Instr. 4)(Instr. 4)ReportedIndirect (I)Ownership						
Common Stock (1) 06/26/2008	Code V Amount (D) Price A $3,000$ A $\frac{\$ 0}{(1)}$	Transaction(s) (Instr. 3 and 4) 3,000 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.

 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. Transactio Code (Instr. 8)	5. Number of 6. Date Exercisable a Expiration Date Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	06/26/2008		А	26,412	(2)	(2)	Common Stock	26,412	

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Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Othe	
Bennet Richard Wilson III 450 WINKS LANE BENSALEM, PA 19020	Х				
Signatures					
RICHARD WILSON BENNET, III		06/26/2008			
**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).

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, 2009 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.

Restricted Stock Units settleable in cash ("CRSUs"), 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 non-forfeitable at the same time and on the same basis as share-settled RSUs (See footnote 1 above). CRSUs settled upon

(2) and become non-formatic at the same time and on the same basis as share-settled RSOs (see roothole 1 above). ERSOs settled upon vesting will be settled in cash. The Reporting Person may elect to defer settlement, in which case deferred CRSUs will be settled solely by delivery of shares in a lump sum or installments following the Reporting Person's termination of service as a director in accordance with such deferral election.

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.