CHARMING SHOPPES INC
Form 424B3
October 15, 2002

Prospectus Supplement No. 1
Dated October 15, 2002
(to Prospectus dated October 2, 2002)

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-98741
Cusip No. 161133AC7

$150,000,000

CHARMING SHOPPES, INC.

4.75% Senior Convertible Notes due 2012 and
the Common Stock issuable upon conversion of the Notes

The following table supplements the information set forth on pages 33 to 36 in the prospectus under Selling Securityholders with respect to the selling securityholders and the principal amount of notes beneficially owned by such selling securityholders that may be offered and sold pursuant to the prospectus dated October 2, 2002. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus.

Name	Principal Amount At Maturity of Notes Beneficially Owned that May Be Sold	Percentage of Notes Outstanding	Number of Shares of Common Stock Owned Prior to the Offering	Number of Shares of Common Stoc that May Be Sold (1)
AIG DKR Soundshore Opportunity Holding Fund Ltd.	$1,360,000	*	137,652	137,652
Aventis Pension Master Trust	45,000	*	4,555	4,555
B.G.I. Global Investors c/o Forest Mngt. L.L.C.	57,000	*	5,769	5,769
Canaccord Capital Corporation	100,000	*	10,129	10,129
Boilermaker-Blacksmith Pension-Trust	250,000	*	25,304	25,304
CALAMOS(R)Convertible Fund - CALAMOS(R)Investment Trust	6,000,000	4.0%	607,287	607,287
CIBC World Markets	1,804,000	1.2	182,591	182,591
City of Albany Pension Plan	55,000	*	5,567	5,567
City of Knoxville Pension System	115,000	*	11,640	11,640
Delta Pilots Disability and Survivorship Trust	80,000	*	8,097	8,097
Dorinco Reinsurance Company	550,000	*	55,668	55,668
JP Morgan Securities, Inc.	1,085,000	*	109,818	109,818

Forest Fulcrum Fund L.L.P.	189,000	*	19,130	19,130
Forest Global Convertible Fund Series A-5	1,429,000	*	144,636	144,636
H.K. Porter Company Inc.	15,000	*	1,518	1,518
Kettering Medical Center Funded Depreciation Account	30,000	*	3,036	3,036
Knoxville Utilities Board Retirement System	120,000	*	12,146	12,146
LLT Limited	129,000	*	13,057	13,057
Lyxor Master Fund c/o Forest Investment Mngt. L.L.C.	257,000	*	26,012	26,012
Macomb County Employees' Retirement System	50,000	*	5,061	5,061
RBC Alternative Assets L.P.	58,000	*	5,870	5,870
Relay 11 Holdings	32,000	*	3,239	3,239
SCI Endowment Care Common Trust - National Fiduciary Services	130,000	*	13,158	13,158
Southdown Pension Plan	45,000	*	4,555	4,555
Sphinx Convertible Arbitrage	13,000	*	1,316	1,316
The Dow Chemical Company Employees' Retirement Plan	500,000	*	50,607	50,607
Union Carbide Retirement Account	500,000	*	50,607	50,607
United Food and Commercial Workers Local 1262 and Employers Pension Fund	25,000	*	2,530	2,530
Vopak USA Inc., Retirement Plan (f.k.a. Van Walters & Rodgers, Inc. Retirement Plan)	55,000	*	5,567	5,567
Zurich Master Hedge Fund	100,000	*	10,121	10,121

Because the selling securityholders listed above and in the prospectus under the caption Selling Securityholders may, pursuant to the prospectus, as supplemented, offer all or some portion of the notes, no estimate can be given as to the amount of notes that will be held by the selling securityholders upon termination of any such sales.

Furthermore, the selling securityholders identified in the table set forth in the prospectus under the caption Selling Securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes or common stock since the date on which they provided us with information regarding their notes or common stock, and we have not made any independent inquiries as to the foregoing.

Unless otherwise noted, all information provided in this prospectus supplement is as of October 15, 2002.