

WILLIAMS CAROL  
Form 4  
June 15, 2012

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMS CAROL**

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**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/14/2012**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
President - Catherine

**BENSALEM, PA 19020**

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 06/14/2012                              |   | U                                    | (A)<br>or<br>(D)<br>D   | Amount<br>(1)<br>4,662<br>Price<br>\$ 7.35   | 15,240   | D                                       |
| Common<br>Stock                       | 06/14/2012                              |   | A                                    | (A)<br>or<br>(D)<br>A   | Amount<br>(2)<br>27,594<br>Price<br>\$ 0 (2)   | 42,834   | D                                       |
| Common<br>Stock                       | 06/14/2012                              |   | D                                    | (A)<br>or<br>(D)<br>D   | Amount<br>(3)<br>42,834<br>Price<br>\$ 7.35  | 0  | 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  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |  |
|---|--|---|---|--------------------------------------|---|--|--------------------|--|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>Underlying<br>Security<br>(Instr. 3 and 4) |
| Stock<br>Appreciation<br>Right (right<br>to buy)    | \$ 3.11  | 06/14/2012                              |   | D                                    | 154,321<br>(4)  | (5)  | 10/12/2015         | Common<br>Stock  | 154,321  |
| Stock<br>Appreciation<br>Right (right<br>to buy)    | \$ 1.57  | 06/14/2012                              |   | D                                    | 115,000<br>(4)  | (6)  | 03/22/2016         | Common<br>Stock  | 115,000  |
| Stock<br>Appreciation<br>Right (right<br>to buy)    | \$ 5.18  | 06/14/2012                              |   | D                                    | 41,966<br>(4)   | (7)  | 04/04/2017         | Common<br>Stock  | 41,966   |
| Stock<br>Appreciation<br>Right (right<br>to buy)    | \$ 4   | 06/14/2012                              |   | D                                    | 60,000<br>(4)   | (8)  | 03/28/2018         | Common<br>Stock  | 60,000   |
| Stock<br>Appreciation<br>Right (right<br>to buy)    | \$ 6.04  | 06/14/2012                              |   | D                                    | 40,506<br>(4)   | (9)  | 04/01/2019         | Common<br>Stock  | 40,506   |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| WILLIAMS CAROL<br>450 WINKS LANE<br>BENSALEM, PA 19020 |               |           | President -<br>Catherines |       |

## Signatures

Carol Williams 06/14/2012

\*\*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) Disposition of shares in tender offer which constitutes a change in control for cash consideration equal to \$7.35 per share.
- (2) Issuance of shares in settlement of performance share units for no cash consideration in a transaction exempt under Rule 16b-3(d).
- (3) Disposition pursuant to a merger for cash consideration equal to \$7.35 per share in a transaction exempt under Rule 16b-3(e).

SAR canceled pursuant to a merger in exchange for cash consideration equal to the difference between \$7.35 and the exercise price of the

- (4) SAR multiplied by the number of SARs canceled. This transaction is exempt under Rule 16b-3(e). The merger became effective on the transaction date.

- (5) This SAR (granted 10/13/2008) became exercisable as to one-third of the shares on the third anniversary of the date of grant and each of the two remaining one-third vestings of the shares upon effectiveness of the merger.

- (6) This SAR (granted 3/23/2009) became exercisable as to 40% of the shares on the second anniversary of the date of grant, 30% of the shares on the third anniversary of the date of grant and the remaining 30% of the shares upon effectiveness of the merger.

- (7) This SAR (granted 4/5/2010) became exercisable as to 25% of the shares on the first and second anniversaries of the date of grant and each of the two remaining 25% vestings of the shares upon effectiveness of the merger.

- (8) This SAR (granted 3/29/2011) became exercisable as to 25% of the shares on the first anniversary of the date of grant and each of the three remaining 25% vestings of the shares upon effectiveness of the merger.

- (9) This SAR (granted 4/2/2012) became exercisable as to all of the shares upon effectiveness of the merger.

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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