

CIRCUIT CITY STORES INC
 Form 4
 April 20, 2006

FORM 4

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

OMB APPROVAL

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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 *
 CLARK GEORGE D JR

(Last) (First) (Middle)
 9950 MAYLAND DRIVE
 (Street)

RICHMOND, VA 23233

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CIRCUIT CITY STORES INC [CC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/20/2006

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)
 EVP, President CC Retail Stores

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Circuit City Stores, Inc. common stock | 04/20/2006 | | M | | 15,998 | A | \$ 27.21 |
| Circuit City Stores, Inc. common stock | 04/20/2006 | | S | | 7,600 | D | \$ 28.05 |
| | | | | | | | 169,036 |
| | | | | | | | 161,436 |

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| | | | | | | | |
|--|------------|---|-------|---|----------|---------|---|
| Circuit City Stores, Inc. common stock | 04/20/2006 | S | 2,080 | D | \$ 28.08 | 159,356 | D |
| Circuit City Stores, Inc. common stock | 04/20/2006 | S | 5,800 | D | \$ 28.09 | 153,556 | D |
| Circuit City Stores, Inc. common stock | 04/20/2006 | S | 300 | D | \$ 28.1 | 153,256 | D |
| Circuit City Stores, Inc. common stock | 04/20/2006 | M | 5,000 | A | \$ 5.61 | 158,256 | D |
| Circuit City Stores, Inc. common stock | 04/20/2006 | S | 2,695 | D | \$ 28.11 | 155,561 | D |
| Circuit City Stores, Inc. common stock | 04/20/2006 | S | 1,261 | D | \$ 28.04 | 154,300 | D |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|---|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Purchase) | \$ 27.21 | 04/20/2006 | M | | 15,998 | | <u>(1)</u> | 06/15/2007 | Common Stock | 15,998 |
| Employee Stock Option (Right to Purchase) | \$ 5.61 | 04/20/2006 | M | | 5,000 | | <u>(2)</u> | 04/15/2011 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CLARK GEORGE D JR 9950 MAYLAND DRIVE RICHMOND, VA 23233 | | | EVP,President CC Retail Stores | |

Signatures

By: /s/ Alice G. Givens,
Attorney-in-fact
Date: 04/20/2006

**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) The options became exercisable in four equal annual installments beginning on June 15, 2000.
- (2) The options became exercisable in three equal annual installments beginning on April 15, 2004.
- (3) N/A - Employee stock option grant.

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