

CHARMING SHOPPES INC

Form 4

April 08, 2002

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

FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
STERN, COLIN D.
450 WINKS LANE

BENSALEM, PA 19020

2. Issuer Name and Ticker or Trading Symbol
CHARMING SHOPPES, INC. (CHRS)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
03/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, General Counsel
and Secretary
7. 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code Code V	4. Securities Acquired (A) or Disposed of (D) Amount	A or D	Price
Common Stock	03/22/02	M	37,500	A	\$3.93750
Common Stock	03/22/02	S	37,500	D	\$8.07000
Common Stock	03/22/02	M	27,500	A	\$3.93750
Common Stock	03/22/02	S	27,500	D	\$8.05000
Common Stock	03/22/02	M	15,000	A	\$3.93750
Common Stock	03/22/02	S	15,000	D	\$8.09000
Common Stock	03/22/02	M	20,000	A	\$3.93750
Common Stock	03/22/02	S	20,000	D	\$8.03000

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code Code V	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A	D
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Non-Qualified Stock Option (right to buy)	\$3.93750	03/22/02	M	37,500
Non-Qualified Stock Option (right to buy)	\$3.93750	03/22/02	M	27,500
Non-Qualified Stock Option (right to buy)	\$3.93750	03/22/02	M	15,000
Non-Qualified Stock Option (right to buy)	\$3.93750	03/22/02	M	20,000

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
-		Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	03/22/02	Common Stock	37,500
Non-Qualified Stock Option (right to buy)	03/22/02	Common Stock	27,500
Non-Qualified Stock Option (right to buy)	03/22/02	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	03/22/02	Common Stock	20,000

SIGNATURE OF REPORTING PERSON

/S/ STERN, COLIN D.

DATE 04/05/02