

CHARLOTTE RUSSE HOLDING INC

Form 4/A

July 27, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZEICHNER BERNARD

2. Issuer Name **and** Ticker or Trading
Symbol
**CHARLOTTE RUSSE HOLDING
INC [CHIC]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4645 MORENA BLVD

(Street)

SAN DIEGO, CA 92117

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/26/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/25/2006		M		100	A \$ 12.87 124,372	D
Common Stock	07/25/2006		S		100	D \$ 26.03 124,272	D
Common Stock	07/25/2006		M		1,600	A \$ 12.87 125,872	D
Common Stock	07/25/2006		S		1,600	D \$ 26.01 124,272	D
Common Stock	07/25/2006		M		3,716	A \$ 12.87 127,988	D

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Common Stock	07/25/2006	S	3,716	D	\$ 26	124,272	D
Common Stock	07/25/2006	M	5,912	A	\$ 12.87	130,184	D
Common Stock	07/25/2006	S	5,912	D	\$ 25.999	124,272	D
Common Stock	07/25/2006	M	25,000	A	\$ 14.64	149,272	D
Common Stock	07/25/2006	S	25,000	D	\$ 25.99	124,272	D
Common Stock	07/25/2006	M	38,672	A	\$ 12.87	162,944	D
Common Stock	07/25/2006	S	38,672	D	\$ 25.99	124,272	D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 12.87	07/25/2006		M	50,000	10/01/2002 10/01/2011	Common Stock 50
Non-Qualified Stock Option (right to buy)	\$ 14.64	07/25/2006		M	25,000	11/20/2004 11/20/2013	Common Stock 25

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

ZEICHNER BERNARD
4645 MORENA BLVD
SAN DIEGO, CA 92117

X

Signatures

/s/ Bernard
Zeichner

07/27/2006

__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).

Remarks:

Two Transactions were inadvertantly missing from Table I, but were fully reflected on Table II.

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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