

CHARLOTTE RUSSE HOLDING INC

Form 4

August 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOFFMAN MARK A

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)

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2006

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

SAN DIEGO, CA 92117

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/04/2006		M	V Amount (A) or (D) Price 1,802 A \$ 11.38	36,802	D	
Common Stock	08/04/2006		S	1,802 D \$ 26.02	35,000	D	
Common Stock	08/04/2006		M	200 A \$ 11.38	35,200	D	
Common Stock	08/04/2006		S	200 D \$ 26.01	35,000	D	
Common Stock	08/04/2006		M	4,878 A \$ 11.38	39,878	D	

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Common Stock	08/04/2006	S	4,878	D	\$ 26	35,000	D
Common Stock	08/04/2006	M	200	A	\$ 11.38	35,200	D
Common Stock	08/04/2006	S	200	D	\$ 25.75	35,000	D
Common Stock	08/04/2006	M	400	A	\$ 11.38	35,400	D
Common Stock	08/04/2006	S	400	D	\$ 25.74	35,000	D
Common Stock	08/04/2006	M	600	A	\$ 11.38	35,600	D
Common Stock	08/04/2006	S	600	D	\$ 25.72	35,000	D
Common Stock	08/04/2006	M	700	A	\$ 11.38	35,700	D
Common Stock	08/04/2006	S	700	D	\$ 25.71	35,000	D
Common Stock	08/04/2006	M	600	A	\$ 11.38	35,600	D
Common Stock	08/04/2006	S	600	D	\$ 25.69	35,000	D
Common Stock	08/04/2006	M	442	A	\$ 11.38	35,442	D
Common Stock	08/04/2006	S	442	D	\$ 25.66	35,000	D
Common Stock	08/04/2006	M	1,100	A	\$ 11.38	36,100	D
Common Stock	08/04/2006	S	1,100	D	\$ 25.65	35,000	D
Common Stock	08/08/2006	S	12,000	D	\$ 26	23,000	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)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (right to buy)	\$ 11.38	08/04/2006		M		10,922		07/09/2004	07/09/2013	Common Stock	10,922

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOFFMAN MARK A 4645 MORENA BLVD SAN DIEGO, CA 92117	X Chief Executive Officer

Signatures

Mark A.
Hoffman

08/08/2006

__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).

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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