

GOODMAN JOHN D

Form 4

October 14, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODMAN JOHN D

(Last) (First) (Middle)

C/O CHARLOTTE RUSSE
HOLDING, INC., 4645 MORENA
BLVD

(Street)

SAN DIEGO, CA 92117

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2009

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)
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/14/2009		D	91,000	D <u>(1)</u> 53,500	D	
Common Stock	10/14/2009		D	53,500	D <u>(2)</u> 0	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)

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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 Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 8.15	10/14/2009		D	200,000	(3) 11/12/2018	Common Stock 200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODMAN JOHN D C/O CHARLOTTE RUSSE HOLDING, INC. 4645 MORENA BLVD SAN DIEGO, CA 92117	X		Chief Executive Officer	

Signatures

/s/ John D.
Goodman 10/14/2009

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) Disposed of pursuant to merger agreement between the issuer and Advent CR Holdings, Inc. in exchange for \$17.50 per share on October 14, 2009, the effective date of the merger.
- (2) Disposed of pursuant to merger agreement between the issuer and Advent CR Holdings, Inc. in exchange for \$17.50 per share on October 14, 2009, the effective date of the merger.
- This option, which originally provided for vesting in three equal annual installments from the date of grant and for which the vesting was accelerated in connection with the merger, was canceled in the merger in exchange for a cash payment of \$1,870,000, representing the number of shares subject to the option multiplied by the difference between the exercise price per share of the option and \$17.50.

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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