

Salopek Jennifer C
Form 4
October 15, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Salopek Jennifer C

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 BOULEVARD
(Street)

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

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/14/2009		D	4,500	D	0	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (right to buy)	\$ 12.22	10/14/2009		D	12,500	<u>(2)</u>	04/28/2019	Common Stock		12,500
Stock Option (right to buy)	\$ 16.93	10/14/2009		D	10,000	<u>(3)</u>	02/07/2016	Common Stock		10,000
Stock Option (right to buy)	\$ 19	10/14/2009		D	6,500	<u>(4)</u>	02/13/2018	Common Stock		6,500
Stock Option (right to buy)	\$ 29.75	10/14/2009		D	5,100	<u>(5)</u>	02/14/2017	Common Stock		5,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Salopek Jennifer C 4645 MORENA BOULEVARD SAN DIEGO, CA 92117	X			

Signatures

/s/ Jennifer C.
Salopek

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.

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- (2) This option, which originally provided for vesting one year 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 \$66,000, 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.

- (3) This option, which originally provided for vesting one year 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 \$5,700, 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.

- (4) This option, which originally provided for vesting one year 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 \$0, as the exercise price of the option exceeded \$17.50 per share.

- (5) This option, which was fully vested upon grant, was canceled in the merger in exchange for a cash payment of \$0, as the exercise price of the option exceeded \$17.50 per share.

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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