

MOGIL LEONARD H
Form 4
October 14, 2009

FORM 4

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

OMB APPROVAL

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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 *
MOGIL LEONARD H

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)
10/14/2009

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

SAN DIEGO, CA 92117
(City) (State) (Zip)

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

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) Code V Amount (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.

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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
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)	\$ 19	10/14/2009		D	6,500	<u>(3)</u> 02/13/2018	Common Stock	6,500
Stock Option (right to buy)	\$ 29.75	10/14/2009		D	7,700	<u>(4)</u> 02/14/2017	Common Stock	7,700
Stock Option (right to buy)	\$ 22.1	10/14/2009		D	10,000	<u>(5)</u> 08/01/2011	Common Stock	10,000
Stock Option (right to buy)	\$ 13.46	10/14/2009		D	43,750	<u>(6)</u> 07/21/2018	Common Stock	43,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOGIL LEONARD H 4645 MORENA BLVD SAN DIEGO, CA 92117	X			

Signatures

/s/ Leonard H. Mogil 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) 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 \$0, as the exercise price of the option exceeded \$17.50 per share.

(4) 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.

(5) This option, which originally provided for vesting annually in four equal annual installments from the date of 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.

(6) This option, which originally provided for vesting in equal monthly installments over a one year period 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 \$176,750, 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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