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CHARLOTTE RUSSE HOLDING INC

Form 4

September 30, 2002

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

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Add			me and Tic Russe Holdi		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
(Last) 4645 Morena B	of Reporting Person,					Statement for onth/Day/Year 26/02	Director						
							EVP & Chief Financial Officer						
(Street)								If Amendment,	7. Individual or Joint/Group Filing				
San Diego, CA 92117								te of Original (onth/Day/Year)	(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)			T	`able	e I Non-E)erivat	ive Sec	Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	action	Execution Date,	3. Trans-action Code (A) or Disposed of (Instr. 8) (Instr. 3, 4 & 5) Code V Amount (A) Proceeding (C) (D)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)											
1. Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Na
Derivative	sion or	Trans-	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indi
Security	Exercise	action	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Benefi
	Price of	Date	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owner
(Instr. 3)	Derivative		if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr.
	Security	(Month/	(Month/	(Instr.	(A) or				Following	ative	
		Day/	Day/	8)	Disposed				Reported	Security:	
		Year)	Year)		of (D)				Transaction(s)	Direct	
									(Instr. 4)	(D)	
I	I	1	I	ı	I	I	I	I		I	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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					(Instr. 3, 4 & 5)							or Indirect	
			Code	V	(A)	(D)	Date	Expira-	Title	Amount		(I)	
							Exer-cisable	tion		or		(Instr. 4)	
								Date		Number			
										of			
										Shares			
Non-qualified	10.180	9/26/02	A		10,000			9/26/12	Common	10,000	10,000	D	
Stock Option									Stock				
(right to buy)													

Explanation of Responses:

By: /s/ Daniel T. Carter

9/30/02

Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).