

CHARLOTTE RUSSE HOLDING INC  
 Form 4  
 August 03, 2006

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 CARTER DANIEL T

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)  
 08/02/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 08/02/2006                           |                                                    | M                              |                                                                   | 400                                                                                           | A                                                        | \$ 3.5                                                |
| Common Stock                    | 08/02/2006                           |                                                    | S                              |                                                                   | 400                                                                                           | D                                                        | \$ 26.5                                               |
| Common Stock                    | 08/03/2006                           |                                                    | M                              |                                                                   | 1,500                                                                                         | A                                                        | \$ 3.5                                                |
| Common Stock                    | 08/03/2006                           |                                                    | S                              |                                                                   | 1,500                                                                                         | D                                                        | \$ 26                                                 |
| Common Stock                    | 08/03/2006                           |                                                    | M                              |                                                                   | 1,400                                                                                         | A                                                        | \$ 3.5                                                |

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|              |            |   |        |   |          |        |   |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 08/03/2006 | S | 1,400  | D | \$ 26.01 | 9,613  | D |
| Common Stock | 08/03/2006 | M | 535    | A | \$ 3.5   | 10,148 | D |
| Common Stock | 08/03/2006 | S | 535    | D | \$ 26.02 | 9,613  | D |
| Common Stock | 08/03/2006 | M | 500    | A | \$ 3.5   | 10,113 | D |
| Common Stock | 08/03/2006 | S | 500    | D | \$ 26.03 | 9,613  | D |
| Common Stock | 08/03/2006 | M | 800    | A | \$ 3.5   | 10,413 | D |
| Common Stock | 08/03/2006 | S | 800    | D | \$ 26.04 | 9,613  | D |
| Common Stock | 08/03/2006 | M | 1,200  | A | \$ 3.5   | 10,813 | D |
| Common Stock | 08/03/2006 | S | 1,200  | D | \$ 26.05 | 9,613  | D |
| Common Stock | 08/03/2006 | M | 2,165  | A | \$ 3.5   | 11,778 | D |
| Common Stock | 08/03/2006 | S | 2,165  | D | \$ 26.06 | 9,613  | D |
| Common Stock | 08/03/2006 | M | 1,200  | A | \$ 3.5   | 10,813 | D |
| Common Stock | 08/03/2006 | S | 1,200  | D | \$ 26.07 | 9,613  | D |
| Common Stock | 08/03/2006 | M | 5,300  | A | \$ 3.5   | 14,913 | D |
| Common Stock | 08/03/2006 | S | 5,300  | D | \$ 26.08 | 9,613  | D |
| Common Stock | 08/03/2006 | M | 10,000 | A | \$ 11    | 19,613 | D |
| Common Stock | 08/03/2006 | S | 10,000 | D | \$ 26.08 | 9,613  | D |

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

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(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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 3.5                                                 | 08/02/2006                           |                                                    | M                              | 400                                                                                     | 06/01/1999 06/01/2008                                    | Common Stock                                                | 4                             |
| Non-Qualified Stock Option (right to buy)  | \$ 3.5                                                 | 08/03/2006                           |                                                    | M                              | 14,600                                                                                  | 06/01/1999 06/01/2008                                    | Common Stock                                                | 14                            |
| Non-Qualified Stock Option (right to buy)  | \$ 11                                                  | 08/03/2006                           |                                                    | M                              | 10,000                                                                                  | 10/19/2000 10/19/2009                                    | Common Stock                                                | 10                            |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                         |       |
|------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                 | Other |
| CARTER DANIEL T<br>4645 MORENA BLVD<br>SAN DIEGO, CA 92117 |               |           | Chief Financial Officer |       |

## Signatures

Daniel T. Carter                      08/03/2006  
 \*\*Signature of                      Date  
 Reporting Person

## 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).

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