

SEILER DONALD H
Form 4
January 07, 2010

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 *
SEILER DONALD H

(Last) (First) (Middle)

4440 ROSEWOOD DR., BUILDING 4

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROSS STORES INC [ROST]

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2010

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)

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 Beneficial (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/05/2010		M	4,000	A \$ 20.895	585,010	D
Common Stock	01/05/2010		M	6,666	A \$ 19.8	591,676	D
Common Stock	01/05/2010		M	8,000	A \$ 24.54	599,676	D
Common Stock	01/05/2010		M	9,029	A \$ 27.69	608,705	D
Common Stock	01/05/2010		M	1,334	A \$ 11.955	610,039	D

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Common Stock 01/05/2010 M 9,351 A \$ 27.54 619,390 D

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

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 11.955	01/05/2010		M	1,334	<u>(1)</u> 05/31/2011	Common Stock	1,334
Non-Qualified Stock Option (right to buy)	\$ 19.8	01/05/2010		M	6,666	<u>(1)</u> 05/21/2013	Common Stock	6,666
Non-Qualified Stock Option (right to buy)	\$ 20.895	01/05/2010		M	4,000	<u>(1)</u> 05/23/2012	Common Stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 24.54	01/05/2010		M	8,000	<u>(1)</u> 05/20/2014	Common Stock	8,000
Non-Qualified Stock Option (right to buy)	\$ 27.54	01/05/2010		M	9,351	<u>(1)</u> 05/18/2016	Common Stock	9,351
Non-Qualified Stock Option (right to buy)	\$ 27.69	01/05/2010		M	9,029	<u>(1)</u> 05/19/2015	Common Stock	9,029

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

SEILER DONALD H
4440 ROSEWOOD DR.
BUILDING 4
PLEASANTON, CA 94588

X

Signatures

/s/Donald Seiler 01/07/2010

__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).

Grant to reporting person of an option which begins vesting six months from grant date ('Initial Vest Date'). On Initial Vest Date, grant (1) vests and becomes exercisable as to 1/6 of shares granted and then vests and becomes exercisable as to 1/36 of shares granted per month thereafter.

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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