

SMITH LAWRENCE R  
Form 4  
October 01, 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 \*  
SMITH LAWRENCE R

(Last) (First) (Middle)  
400 VALLEY DRIVE  
(Street)

BRISBANE, CA 94005-1208

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
bebe stores, inc. [BEBE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/29/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP, GENERAL COUNSEL

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Under (Instr.)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 12.73	09/29/2009	D		12,688		09/10/2008 <sup>(1)</sup>	09/10/2017 <sup>(2)</sup>	Com Sto
Incentive Stock Option (right to buy)	\$ 16.87	09/29/2009	D		18,715		11/15/2008 <sup>(4)</sup>	11/15/2014 <sup>(2)</sup>	Com Sto
Incentive Stock Option (right to buy)	\$ 18.29	09/29/2009	D		1,500		09/08/2009 <sup>(4)</sup>	09/08/2015 <sup>(2)</sup>	Com Sto
Incentive Stock Option (right to buy)	\$ 21.3	09/29/2009	D		5,000		09/08/2007 <sup>(7)</sup>	09/08/2016 <sup>(2)</sup>	Com Sto
Non-Qualified Stock Option (right to buy)	\$ 7.64	09/29/2009	A	10,171			<sup>(9)</sup>	09/29/2016	Com Sto
Non-Qualified Stock Option (right to buy)	\$ 7.64	09/29/2009	A	19,720			<sup>(9)</sup>	09/29/2016	Com Sto
Non-Qualified Stock Option (right to buy)	\$ 7.64	09/29/2009	A	815			<sup>(9)</sup>	09/29/2016	Com Sto
Non-Qualified Stock Option (right to buy)	\$ 7.64	09/29/2009	A	1,902			<sup>(9)</sup>	09/29/2016	Com Sto
Non-Qualified Stock Option (right to buy)	\$ 7.64	09/29/2009	A	2,427			<sup>(9)</sup>	09/29/2016	Com Sto
Non-Qualified Stock Option (right to buy)	\$ 7.64	09/29/2009	A	2,427			<sup>(9)</sup>	09/29/2016	Com Sto
Non-Qualified Stock Option (right to buy)	\$ 7.64	09/29/2009	A	11,130			<sup>(13)</sup>	09/29/2016	Com Sto
Non-Qualified Stock Option (right to buy)	\$ 7.64	09/29/2009	A	10,800			<sup>(13)</sup>	09/29/2016	Com Sto
Non-Qualified Stock Option	\$ 12.73	09/29/2009	D		12,312		09/10/2008 <sup>(1)</sup>	09/10/2017 <sup>(2)</sup>	Com Sto

(right to buy)

Non-Qualified  
Stock Option \$ 16.87 09/29/2009 D 36,285 11/15/2008<sup>(4)</sup> 11/15/2014<sup>(2)</sup> Com  
Sto

Non-Qualified  
Stock Option \$ 18.29 09/29/2009 D 3,500 09/08/2009<sup>(4)</sup> 09/08/2015<sup>(2)</sup> Com  
Sto

Non-Qualified  
Stock Option \$ 21.3 09/29/2009 D 5,000 09/08/2007<sup>(7)</sup> 09/08/2016<sup>(2)</sup> Com  
Sto

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH LAWRENCE R 400 VALLEY DRIVE BRISBANE, CA 94005-1208			VP, GENERAL COUNSEL	

## Signatures

LAWRENCE  
SMITH 10/01/2009

    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) The canceled options were 40% vested.
- (2) The canceled options provided for vesting as follows: The Option becomes exercisable at the rate of 20% on the first anniversary from date of grant, 20% on the second anniversary, and 30% on each of the third and fourth anniversaries from date of grant.  
On September 29, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person
- (3) September 10, 2007 under the issuer's 1997 Stock Plan. In exchange for the option, the reporting person received 11,130 non-qualified stock options.
- (4) The canceled options were 100% vested.  
On September 29, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person
- (5) November 15, 2004 under the issuer's 1997 Stock Plan. In exchange for the option, the reporting person received 10,171 non-qualified stock options.  
On September 29, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person
- (6) September 8, 2005 under the issuer's 1997 Stock Plan. In exchange for the option, the reporting person received 815 non-qualified stock options.
- (7) The canceled options were 70% vested.  
On September 29, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person
- (8) September 8, 2006 under the issuer's 1997 Stock Plan. In exchange for the option, the reporting person received 2,427 non-qualified stock options.
- (9)

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Options granted under the issuer's 1997 Stock Plan and have a seven year term. The options are 100% vested one year from option exchange grant date.

(10) On September 29, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person November 15, 2004 under the issuer's 1997 Stock Plan. In exchange for the option, the reporting person received 19,720 non-qualified stock options.

(11) On September 29, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person September 8, 2005 under the issuer's 1997 Stock Plan. In exchange for the option, the reporting person received 1,902 non-qualified stock options.

(12) On September 29, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person September 8, 2006 under the issuer's 1997 Stock Plan. In exchange for the option, the reporting person received 2,427 non-qualified stock options.

(13) Options granted under the issuer's 1997 Stock Plan and have a seven year term. The options vest as follows: The options are 70% vested one year from option exchange grant date and the remaining 30% will vest on September 10, 2011.

(14) On September 29, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option granted to the reporting person September 10, 2007 under the issuer's 1997 Stock Plan. In exchange for the option, the reporting person received 10,800 non-qualified stock options.

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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