

CHARMING SHOPPES INC

Form 5

March 06, 2002

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

FORM 5
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)
HUDSON, KATHERINE M.
450 WINKS LANE

BENSALEM, PA 19020

2. Issuer Name and Ticker or Trading Symbol
CHARMING SHOPPES, INC. (CHRS)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year
02/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

7. 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	2) Trans- action Date (Month/ Day/Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A or D Price
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Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns

1) Title of Derivative Security	2) Conversion or Exercise Price of Derivative Security	3) Trans- action Date	4) Trans- action Code	5) Number of Derivative Securities Acquired (A) or Disposed of (D) A D
Deferred Shares	(1)	03/31/01	A	964
Deferred Shares	(1)	06/13/01	A	904

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Deferred Shares	(1)	09/28/01	A	1,018
Deferred Shares	(1)	12/31/01	A	942

Table II (PART 2) Derivative Securitized Acquired, Disposed of, or Beneficially Owned (Columns

1) Title of Derivative Security	3) Transaction Date	7) Title and Amount of Underlying Securities	8) Price of Derivative Security
		Title	Amount or Number of Shares
-			
Deferred Shares	03/31/01	Common Stock	964
Deferred Shares	06/13/01	Common Stock	904
Deferred Shares	09/28/01	Common Stock	1,018
Deferred Shares	12/31/01	Common Stock	942

SIGNATURE OF REPORTING PERSON
 /S/ HUDSON, KATHERINE M.
 DATE 02/07/02