SEC Form 4

Instruction 1(b).

FORM 4

to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287								
Estimated average burden								
hours per response	: 0.5							

Check this box if no longer subject STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Morrow Brian R.			2. Issuer Name and Ticker or Trading Symbol <u>ROSS STORES, INC.</u> [ROST]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) 5130 HACIENDA DRIVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/24/2020	X Officer (give title Other (specify below) below) President, CMO dd's DISCOUNTS						
(Street)			- 4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)						
DUBLIN	CA	94568		X Form filed by One Reporting Person						
(City)	(State)	(Zip)	-	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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	08/24/2020		A		10,316 ⁽¹⁾	Α	\$ <mark>0</mark>	112,711 ⁽²⁾	D	
Common Stock	08/24/2020		F		1,649	D	\$89.31	111,062	D	

 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. Transa Code (8)		5. Number of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Amount of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares issued pursuant to settlement of a performance share award under the terms of the 2017 Equity Incentive Plan. Shares become vested as follows: 3,095 shares vest as of August 24, 2020, 3,095 shares vest as of March 12, 2021, and 4,126 shares vest as of March 18, 2022.

2. Securities Beneficially Owned includes shares acquired pursuant to issuer's employee stock purchase plan in a transaction exempt under Rule 16b-3.

/s/ Ken Jew for Brian Morrow 08/26/2020

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.