SEC Form 4

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

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*			2. Issuer Name and Ticker or Trading Symbol ROSS STORES, INC. [ROST]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Hartshorn Michael J.</u>										Director		Owner			
(Last) 5130 HA	(F ACIENDA	First) DRIVE	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/11/2020							below)	Other (specify below) sident, COO		
(Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)						Line)	6. Individual or Joint/Group Filing (Check Applicable Line)			
	DUBLIN CA 94568									X	-				
(City)	(5	State)	(Zip)									Form filed by Mo Person	ore than One Re	porting	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
1. Title of Security (Instr. 3) Date (Month/Da					2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 7) 5)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
						Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock 03/11/2					2020		A		15,220 ⁽¹⁾	A	\$0	127,036 ⁽²⁾	D		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned(e.g., puts, calls, warrants, options, convertible securities)														
	12	2 Transaction	24 00					_	icable and -			Drice of 0 Number	of 10	11 Notur	

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)				ate	e Amount of			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 under the terms of the 2017 Equity Incentive Plan. Shares become vested as follows: 15,220 shares on March 21, 2025.

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

/s/ Michael Hartshorn

** Signature of Reporting Person Date

03/13/2020

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.

ROSS STORES, INC. POWER OF ATTORNEY

The undersigned hereby designates and appoints as his/her attorney-in-fact and authorizes each of: Travis Marquette, Group Senior Vice President, Chief Financial Officer; Ken Jew, Group Senior Vice President, General Counsel and Corporate Secretary; Deon Riley, Group Senior Vice President, Human Resources; Kevin Reimann, Senior Vice President, Human Resources; and Marcia Casey, Vice President, Human Resources of Ross Stores, Inc. (the "Company"), to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of the Company, Form ID Uniform Application for Access Codes and Passwords to File on EDGAR, Forms 3, 4, and 5, and any amendments thereto, and to cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-infact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by

the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. In Witness Whereof, the undersigned has caused this Power of

Attorney to be executed as of this 3rd day of March 2020. /s/ Michael J. Hartshorn

(Signature) Michael J. Hartshorn