

| 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

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>FASSIO JAMES S</u><br><br>(Last) (First) (Middle)<br>5130 HACIENDA DRIVE<br><br>(Street)<br>DUBLIN CA 94568<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ROSS STORES INC [ ROST ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President, Chief Dev. Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/16/2015                 |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                     |   |  |   |
| Common Stock                    | 03/16/2015                           |  | M                              |   | 10,000  | A          | \$13.905                  | 226,298   | D  |   |
| Common Stock                    | 03/16/2015                           |  | S                              |   | 10,000  | D          | \$107.1371 <sup>(1)</sup> | 216,298   | D  |   |
| Common Stock                    | 03/16/2015                           |  | A                              |   | 11,171 <sup>(5)</sup>   | A          | \$0                       | 227,469   | D  |   |
| Common Stock                    | 03/16/2015                           |  | F                              |   | 1,259   | D          | \$106.85                  | 226,210   | D  |   |
| Common Stock                    | 03/16/2015                           |  | A                              |   | 7,875 <sup>(5)</sup>  | A          | \$0                       | 234,085   | D  |   |
| Common Stock                    | 03/16/2015                           |  | F                              |   | 887   | D          | \$106.85                  | 233,198   | D  |   |
| Common Stock                    | 03/16/2015                           |  | G                              | V | 3,569   | D          | \$0                       | 229,629   | D  |   |
| Common Stock                    | 03/17/2015                           |  | F                              |   | 47,839  | D          | \$106.38                  | 181,790   | D  |   |
| Common Stock                    | 03/17/2015                           |  | G                              | V | 43,843  | D          | \$0                       | 137,947   | D  |   |
| Common Stock                    | 03/16/2015                           |  | G                              | V | 3,569   | A          | \$0                       | 208,206   | I  | by Trust A <sup>(3)</sup>                             |
| Common Stock                    | 03/17/2015                           |  | G                              | V | 43,843  | A          | \$0                       | 252,049   | I  | by Trust A <sup>(3)</sup>                             |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 90,000  | I  | by Trust B <sup>(4)</sup>                             |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 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 |
| Non-Qualified Stock Option (right to buy)  | \$13.905   | 03/16/2015                           |  | M                              |   |  | 10,000 | (2)  | 03/16/2016      | Common Stock  | 10,000                                     | \$0  | 28,000  | D  |       |

Explanation of Responses:

1. The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$107.13 to \$107.19, inclusive. The reporting person undertakes to provide to Ross Stores, Inc., any security holder of Ross Stores, Inc., and to the staff of the Securities and Exchange Commission upon request, full information regarding the numbers of shares sold at each separate price within this price range.
2. Option is exercisable as it vests in monthly increments beginning the first full month from date of grant with a vested ratio of 1/72 for the first year, 2/72 for the second year and 3/72 for the third year.
3. Securities held in the name of James S. Fassio Revocable Trust.
4. Securities held in the name of James S. Fassio 2012 Dynasty Irrevocable Trust.
5. Shares issued pursuant to the settlement of a performance share award under the terms of the 2008 Equity Incentive Plan. Shares vest 30% on settlement date of March 16, 2015, 30% on March 16, 2016 and 40% on March 16, 2017.

/s/ John Call for JAMES S.  
FASSIO                      03/18/2015

\*\* 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.

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