SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CRIBB GARY L	ROSS STORES INC [ROST]	

| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/13/2004 | |
| 8333 CENTRAL AVE. | | |

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

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

SENIOR VP

(Street)

NEWARK   CA   94550

4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)

(City)   (State)   (Zip)

	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 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	01/13/2004		M		16,250	A	$18.89	79,776	D	
COMMON STOCK	01/13/2004		S		16,250	D	$28.082	63,526	D	
COMMON STOCK	01/13/2004		M		1,500	A	$19.02	65,026	D	
COMMON STOCK	01/13/2004		S		1,500	D	$28.082	63,526	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. 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	Amount or Number of Shares				
NON QUALIFIED STOCK OPTION	$18.89	01/13/2004		M			16,250	(1)	08/26/2012	COMMON STOCK	16,250	$0.00	93,886	D	
NON QUALIFIED STOCK OPTIONS	$19.02	01/13/2004		M			1,500	(1)	03/20/2013	COMMON STOCK	1,500	$0.00	10,500	D	

Explanation of Responses:

1. Option is exercisable as it vests in monthly increments beginning the first full month from the 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.

Remarks:

Note: The Securities Beneficially Owned on Table I and II reflect a 2:1 stock split effected by a stock dividend paid on 12/18/03 to all holders of record as of 12/2/03.

/s/ GARY L CRIBB SENIOR VP STORE OPERATIONS   01/13/2004

** 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.