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

FORM 10-Q

(Mark one)

__X__ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 31, 2010

or

____ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________ to ________

Commission file number: 0-14678

Ross Stores, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**94-1390387** (I.R.S. Employer Identification No.)
4440 Rosewood Drive, Pleasanton, California (Address of principal executive offices)	**94588-3050** (Zip Code)
Registrant's telephone number, including area code	**(925) 965-4400**
Former name, former address and former fiscal year, if changed since last report.	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes _X_ No ____

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes _X_ No ____

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.
Large accelerated filer _X_ Accelerated filer ____ Non-accelerated filer ____ Smaller reporting company ____

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ____ No _X_

The number of shares of Common Stock, with $.01 par value, outstanding on August 19, 2010 was 120,457,145.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Condensed Consolidated Statements of Earnings

($000, except stores and per share data, unaudited)	Three Months Ended July 31, 2010	Three Months Ended August 1, 2009	Six Months Ended July 31, 2010	Six Months Ended August 1, 2009
Sales	**$ 1,911,760**	$ 1,768,636	**$ 3,846,538**	$ 3,460,235
Costs and Expenses				
Costs of goods sold	**1,395,785**	1,311,136	**2,801,867**	2,579,845
Selling, general and administrative	**303,402**	286,158	**597,874**	558,188
Interest expense, net	**2,436**	1,390	**4,824**	3,046
Total costs and expenses	**1,701,623**	1,598,684	**3,404,565**	3,141,079
Earnings before taxes	**210,137**	169,952	**441,973**	319,156
Provision for taxes on earnings	**80,861**	66,545	**170,350**	124,362
Net earnings	**$ 129,276**	$ 103,407	**$ 271,623**	$ 194,794
Earnings per share				
Basic	**$ 1.09**	$ 0.84	**$ 2.28**	$ 1.57
Diluted	**$ 1.07**	$ 0.82	**$ 2.24**	$ 1.55
Weighted average shares outstanding (000)				
Basic	**118,615**	123,467	**119,222**	124,080
Diluted	**120,562**	125,658	**121,243**	126,063
Dividends				
Cash dividends declared per share	**$ 0.16**	$ 0.11	**$ 0.16**	$ 0.11
Stores open at end of period	**1,036**	990	**1,036**	990

See notes to condensed consolidated financial statements.

Condensed Consolidated Balance Sheets

($000, unaudited)	**July 31, 2010**	January 30, 2010	August 1, 2009
Assets			
Current Assets			
Cash and cash equivalents	**$ 772,671**	$ 768,343	$ 520,424
Short-term investments	**2,491**	1,754	1,135
Accounts receivable	**53,079**	44,234	49,375
Merchandise inventory	**915,704**	872,498	926,244
Prepaid expenses and other	**66,653**	58,618	63,926
Deferred income taxes	**4,249**	-	13,669
Total current assets	**1,814,847**	1,745,447	1,574,773
Property and Equipment			
Land and buildings	**240,706**	239,688	238,141
Fixtures and equipment	**1,221,915**	1,189,538	1,140,501
Leasehold improvements	**548,813**	536,979	518,978
Construction-in-progress	**41,143**	21,812	20,598
	2,052,577	1,988,017	1,918,218
Less accumulated depreciation and amortization	**1,107,242**	1,045,018	975,473
Property and equipment, net	**945,335**	942,999	942,745
Long-term investments	**18,535**	16,848	21,752
Other long-term assets	**72,146**	63,339	61,379
Total assets	**$ 2,850,863**	$ 2,768,633	$ 2,600,649
Liabilities and Stockholders’ Equity			
Current Liabilities			
Accounts payable	**$ 745,461**	$ 658,299	$ 702,977
Accrued expenses and other	**244,460**	259,582	219,479
Accrued payroll and benefits	**181,611**	218,234	172,913
Income taxes payable	**8,070**	51,505	11,268
Deferred income taxes	**-**	2,894	-
Total current liabilities	**1,179,602**	1,190,514	1,106,637
Long-term debt	**150,000**	150,000	150,000
Other long-term liabilities	**184,324**	174,543	168,558
Deferred income taxes	**80,088**	96,283	106,032
Commitments and contingencies			
Stockholders’ Equity			
Common stock	**1,207**	1,229	1,251
Additional paid-in capital	**713,750**	681,908	660,896
Treasury stock	**(44,306)**	(36,864)	(35,366)
Accumulated other comprehensive income (loss)	**562**	170	(188)
Retained earnings	**585,636**	510,850	442,829
Total stockholders’ equity	**1,256,849**	1,157,293	1,069,422
Total liabilities and stockholders’ equity	**$ 2,850,863**	$ 2,768,633	$ 2,600,649

See notes to condensed consolidated financial statements.

Condensed Consolidated Statements of Cash Flows

($000, unaudited)	Six Months Ended July 31, 2010	Six Months Ended August 1, 2009
Cash Flows From Operating Activities		
Net earnings	**$ 271,623**	$ 194,794
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	**80,161**	75,502
Stock-based compensation	**18,253**	13,017
Deferred income taxes	**(23,337)**	9,400
Tax benefit from equity issuance	**8,801**	5,256
Excess tax benefit from stock-based compensation	**(8,597)**	(4,008)
Change in assets and liabilities:		
Merchandise inventory	**(43,206)**	(45,186)
Other current assets	**(16,880)**	(16,890)
Accounts payable	**106,831**	180,240
Other current liabilities	**(89,771)**	(678)
Other long-term, net	**959**	2,521
Net cash provided by operating activities	**304,837**	413,968
Cash Flows From Investing Activities		
Additions to property and equipment	**(88,122)**	(80,731)
Proceeds from sales of property and equipment	**-**	10
Purchases of investments	**(6,842)**	(2,553)
Proceeds from investments	**5,020**	19,364
Net cash used in investing activities	**(89,944)**	(63,910)
Cash Flows From Financing Activities		
Excess tax benefit from stock-based compensation	**8,597**	4,008
Issuance of common stock related to stock plans	**20,366**	31,745
Treasury stock purchased	**(7,442)**	(4,546)
Repurchase of common stock	**(192,982)**	(154,371)
Dividends paid	**(39,104)**	(27,825)
Net cash used in financing activities	**(210,565)**	(150,989)
Net increase in cash and cash equivalents	**4,328**	199,069
Cash and cash equivalents:		
Beginning of period	**768,343**	321,355
End of period	**$ 772,671**	$ 520,424
Supplemental Cash Flow Disclosures		
Interest paid	**$ 4,834**	$ 4,834
Income taxes paid	**$ 225,628**	$ 105,012
Non-Cash Investing Activities		
Increase in fair value of investment securities	**$ 604**	$ 886

See notes to condensed consolidated financial statements.

Notes to Condensed Consolidated Financial Statements

Three and Six Months Ended July 31, 2010 and August 1, 2009
(Unaudited)

Note A: Summary of Significant Accounting Policies

Basis of Presentation. The accompanying unaudited interim condensed consolidated financial statements have been prepared from the records of Ross Stores, Inc. and subsidiaries (the "Company") without audit and, in the opinion of management, include all adjustments (consisting of only normal, recurring adjustments) necessary to present fairly the Company's financial position as of July 31, 2010 and August 1, 2009, the results of operations for the three and six month periods ended July 31, 2010 and August 1, 2009, and cash flows for the six month periods ended July 31, 2010 and August 1, 2009. The Condensed Consolidated Balance Sheet as of January 30, 2010, presented herein, has been derived from the Company's audited consolidated financial statements for the fiscal year then ended.

Accounting policies followed by the Company are described in Note A to the audited consolidated financial statements for the fiscal year ended January 30, 2010. Certain information and disclosures normally included in the notes to annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted for purposes of these interim condensed consolidated financial statements. The interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements, including notes thereto, contained in the Company's Annual Report on Form 10-K for the year ended January 30, 2010.

The results of operations for the three and six month periods ended July 31, 2010 and August 1, 2009 presented herein are not necessarily indicative of the results to be expected for the full fiscal year.

Total comprehensive income. The components of total comprehensive income for the three and six month periods ended July 31, 2010 and August 1, 2009 are as follows (in $000):

	Three Months Ended		**Six Months Ended**	
	July 31, 2010	August 1, 2009	**July 31, 2010**	August 1, 2009
Net income	**$ 129,276**	$ 103,407	**$ 271,623**	$ 194,794
Change in unrealized gain on investments, net of taxes	**364**	440	**392**	576
Total comprehensive income	**$ 129,640**	$ 103,847	**$ 272,015**	$ 195,370

Estimated fair value of financial instruments. The carrying value of cash and cash equivalents, short- and long-term investments, accounts receivable, and accounts payable approximates their estimated fair value.

Sales Mix. The Company's sales mix is shown below for the three and six month periods ended July 31, 2010 and August 1, 2009:

	Three Months Ended		Six Months Ended	
	July 31, 2010	August 1, 2009	**July 31, 2010**	August 1, 2009
Ladies	**32%**	33%	**32%**	33%
Home accents and bed and bath	**24%**	22%	**24%**	22%
Shoes	**12%**	12%	**13%**	12%
Men's	**13%**	13%	**12%**	13%
Accessories, lingerie, fine jewelry, and fragrances	**11%**	12%	**11%**	12%
Children's	**8%**	8%	**8%**	8%
Total	**100%**	100%	**100%**	100%

Dividends. Dividends included in the Condensed Consolidated Statements of Cash Flows reflect dividends paid during the periods shown. Dividends per share shown on the Condensed Consolidated Statements of Earnings reflect dividends declared during the periods shown. In January and May 2010 the Company's Board of Directors declared a quarterly cash dividend of $.16 per common share that was paid in March and June 2010, respectively. In January, May, August, and November 2009, the Company's Board of Directors declared a quarterly cash dividend of $.11 per common share that was paid in March, June, September, and December 2009, respectively.

In August 2010, the Company's Board of Directors declared a cash dividend of $.16 per common share, payable on September 30, 2010.

Provision for litigation costs and other legal proceedings. Like many California retailers, the Company has been named in class action lawsuits regarding wage and hour claims. Class action litigation involving allegations that hourly associates have missed meal and/or rest break periods, as well as allegations of unpaid overtime wages to store managers and assistant store managers at Company stores under state law, remains pending as of July 31, 2010.

The Company is also party to various other legal proceedings arising in the normal course of business. Actions filed against the Company include commercial, product, customer, intellectual property, and labor and employment-related claims, including lawsuits in which plaintiffs allege that the Company violated state or federal laws. Actions against the Company are in various procedural stages. Many of these proceedings raise factual and legal issues and are subject to uncertainties.

In the opinion of management, the resolution of pending class action litigation and other currently pending legal proceedings is not expected to have a material adverse effect on the Company's financial condition, results of operations, or cash flows.

Note B: Investments

The amortized cost and fair value of the Company's available-for-sale securities as of July 31, 2010 were:

($000)	Amortized cost	Unrealized gains	Unrealized losses	Fair value	Short-term	Long-term
Corporate securities	$ 8,157	$ 681	$ (54)	$ 8,784	$ 1,009	$ 7,775
U.S. Government and agency securities	10,572	174	(2)	10,744	352	10,392
Mortgage-backed securities	1,433	65	-	1,498	1,130	368
Total	$ 20,162	$ 920	$ (56)	$ 21,026	$ 2,491	$ 18,535

The amortized cost and fair value of the Company's available-for-sale securities as of January 30, 2010 were:

($000)	Amortized cost	Unrealized gains	Unrealized losses	Fair value	Short-term	Long-term
Auction-rate securities	$ 1,050	$ -	$ (158)	$ 892	$ -	$ 892
Corporate securities	9,704	567	(67)	10,204	1,073	9,131
U.S. Government and agency securities	5,247	30	(187)	5,090	-	5,090
Mortgage-backed securities	2,340	79	(3)	2,416	681	1,735
Total	$ 18,341	$ 676	$ (415)	$ 18,602	$ 1,754	$ 16,848

The amortized cost and fair value of the Company's available-for-sale securities as of August 1, 2009 were:

($000)	Amortized cost	Unrealized gains	Unrealized losses	Fair value	Short-term	Long-term
Auction-rate securities	$ 1,050	$ -	$ -	$ 1,050	$ -	$ 1,050
Asset-backed securities	791	3	(215)	579	195	384
Corporate securities	10,556	459	(224)	10,791	355	10,436
U.S. Government and agency securities	6,087	46	(199)	5,934	-	5,934
Mortgage-backed securities	4,691	217	(375)	4,533	585	3,948
Total	$ 23,175	$ 725	$ (1,013)	$ 22,887	$ 1,135	$ 21,752

At July 31, 2010, $1.2 million of investments had gross unrealized losses of $0.1 million that had been in a continuous unrealized loss position for more than twelve months. These unrealized losses on investments were caused primarily by the decline in market values of floating rate corporate securities. The Company does not consider these investments to be other than temporarily impaired at July 31, 2010.

In applying the valuation principles to financial assets and liabilities, a three-tier fair value hierarchy was used to prioritize the inputs used in the valuation methodologies as follows:

Level 1—Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2—Include other inputs that are directly or indirectly observable in the marketplace.

Level 3—Unobservable inputs which are supported by little or no market activity.

This fair value hierarchy also requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Corporate, U.S. Government and agency, and mortgage-backed securities are classified within Level 1 or Level 2 because these securities are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs.

Assets measured at fair value on a recurring basis at July 31, 2010 are summarized below:

		Fair Value Measurements at Reporting Date		
($000)	July 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Corporate securities	$ 8,784	$ -	$ 8,784	$ -
U.S. Government and agency securities	10,744	10,744	-	-
Mortgage-backed securities	1,498	-	1,498	-
Total assets measured at fair value	$ 21,026	$ 10,744	$ 10,282	$ -

Assets measured at fair value on a recurring basis at January 30, 2010 are summarized below:

		Fair Value Measurements at Reporting Date		
($000)	January 30, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Auction-rate securities	$ 892	$ -	$ -	$ 892
Corporate securities	10,204	-	10,204	-
U.S. Government and agency securities	5,090	5,090	-	-
Mortgage-backed securities	2,416	-	2,416	-
Total assets measured at fair value	$ 18,602	$ 5,090	$ 12,620	$ 892

Assets measured at fair value on a recurring basis at August 1, 2009 are summarized below:

($000)	August 1, 2009	Fair Value Measurements at Reporting Date: Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Auction-rate securities	$ 1,050	$ -	$ -	$ 1,050
Asset-backed securities	579	-	579	-
Corporate securities	10,791	-	10,791	-
U.S. Government and agency securities	5,934	5,934	-	-
Mortgage-backed securities	4,533	-	4,533	-
Total assets measured at fair value	$ 22,887	$ 5,934	$ 15,903	$ 1,050

The maturities of investment securities at July 31, 2010 were:

($000)	Cost Basis	Estimated Fair Value
Maturing in one year or less	$ 2,414	$ 2,491
Maturing after one year through five years	9,707	10,078
Maturing after five years through ten years	8,041	8,457
	$ 20,162	$ 21,026

The underlying assets in the Company's non-qualified deferred compensation program totaling $59.2 million as of July 31, 2010 (included in Other long-term assets and in Other long-term liabilities) primarily consist of money market, stable value, stock, and bond funds. The fair value measurement for funds with quoted market prices in active markets (Level 1) totaled $48.4 million as of July 31, 2010. The fair value measurement for funds without quoted market prices in active markets (Level 2) totaled $10.8 million as of July 31, 2010. Fair market value for these Level 2 funds is considered to be the sum of participant funds invested under a group annuity contract plus accrued interest.

Note C: Stock-Based Compensation

Restricted stock. The Company grants restricted shares to directors, officers and key employees. The market value of restricted shares at the date of grant is amortized to expense ratably over the vesting period of generally three to five years. The unamortized compensation expense at July 31, 2010, January 30, 2010, and August 1, 2009 was $69.9 million, $56.1 million, and $47.3 million, respectively, which is expected to be recognized over a remaining weighted-average period of 2.5 years.

During the quarter ended July 31, 2010, shares purchased by the Company for tax withholding totaled approximately 136,000 shares and are considered treasury shares which are available for reissuance. As of July 31, 2010, shares subject to repurchase related to unvested restricted stock totaled 2.9 million shares.

(000, except per share data)	Number of shares	Weighted average grant date fair value
Unvested at January 30, 2010	2,568	$ 33.83
Awarded	745	$ 43.27
Released	(364)	$ 30.82
Forfeited	(13)	$ 31.11
Unvested at July 31, 2010	**2,936**	**$ 36.30**

Performance shares. The Company has a performance share award program for senior executives. A performance share award represents a right to receive shares of common stock on a specified settlement date based on the Company's attainment of a profitability-based performance goal during a performance period. If attained, the common stock then granted vests over a specified remaining service period, generally two years. For the six month periods ended July 31, 2010 and August 1, 2009, the Company recognized approximately $2.8 million and $2.4 million, respectively, of expense related to performance share awards.

Employee stock purchase plan. Under the Employee Stock Purchase Plan ("ESPP"), eligible full-time employees participating in the annual offering period can choose to have up to the lesser of 10% or $21,250 of their annual base earnings withheld to purchase the Company's common stock. The purchase price of the stock is 85% of the closing market price on the date of purchase. In addition, purchases occur on a quarterly basis (on the last trading day of each calendar quarter). The Company recognizes expense for ESPP purchase rights equal to the value of the 15% discount given on the purchase date.

Stock option activity. The following table summarizes stock option activity for the six month period ended July 31, 2010:

(000, except per share data)	Number of shares	Weighted average exercise price	Weighted average remaining contractual term	Aggregate intrinsic value
Outstanding at January 30, 2010	2,773	$ 25.53		
Granted	-	$ -		
Exercised	(696)	$ 24.37		
Forfeited	(6)	$ 21.15		
Outstanding at July 31, 2010	**2,071**	**$ 25.93**	**4.13**	**$ 55,373**
Vested and Expected to Vest at July 31, 2010	**2,066**	**$ 25.90**	**4.13**	**$ 55,268**
Exercisable at July 31, 2010	**1,914**	**$ 25.24**	**3.93**	**$ 52,499**

The following table summarizes information about the weighted average remaining contractual life (in years) and the weighted average exercise prices for stock options both outstanding and exercisable as of July 31, 2010 (number of shares in thousands):

	Options outstanding			Options exercisable	
Exercise price range	Number of shares	Remaining life	Exercise price	Number of shares	Exercise price
\$ 7.97 to \$ 20.90	445	1.80	\$ 16.81	445	\$ 16.81
20.90 to 27.50	430	3.75	24.84	430	24.84
27.54 to 28.61	551	4.95	28.03	551	28.03
28.62 to 32.77	434	4.66	29.59	434	29.59
32.85 to 34.37	211	6.63	34.37	54	34.35
\$ 7.97 to \$ 34.37	2,071	4.13	\$ 25.93	1,914	\$ 25.24

Stock-based compensation. For the three and six month periods ended July 31, 2010 and August 1, 2009, the Company recognized stock-based compensation expense as follows:

	Three Months Ended		Six Months Ended	
(\$000)	**July 31, 2010**	August 1, 2009	**July 31, 2010**	August 1, 2009
Restricted stock and performance awards	**\$ 8,709**	\$ 5,920	**\$ 16,975**	\$ 11,302
ESPP and stock options	**634**	600	**1,278**	1,715
Total	**\$ 9,343**	\$ 6,520	**\$ 18,253**	\$ 13,017

Total stock-based compensation recognized in the Company's Condensed Consolidated Statements of Earnings for the three and six month periods ended July 31, 2010 and August 1, 2009 is classified as follows:

	Three Months Ended		Six Months Ended	
Statements of Earnings Classification (\$000)	**July 31, 2010**	August 1, 2009	**July 31, 2010**	August 1, 2009
Cost of goods sold	**\$ 4,124**	\$ 2,853	**\$ 8,218**	\$ 5,849
Selling, general and administrative	**5,219**	3,667	**10,035**	7,168
Total	**\$ 9,343**	\$ 6,520	**\$ 18,253**	\$ 13,017

Note D: Earnings Per Share

Basic Earnings Per Share ("EPS") is computed by dividing net earnings by the weighted average number of common shares outstanding for the period. Diluted EPS is computed by dividing net earnings by the sum of the weighted average number of common shares and dilutive common stock equivalents outstanding during the period. Diluted EPS reflects the total potential dilution that could occur from outstanding equity plan awards, including unexercised stock options and unvested shares of both performance and non-performance based awards of restricted stock.

For the three and six month periods ended July 31, 2010, approximately 400 and 600 weighted average shares were excluded from the calculation of diluted EPS because their effect would have been anti-dilutive in the periods presented. For the three and six month periods ended August 1, 2009, approximately 35,800 and 19,100 weighted average shares were excluded from the calculation of diluted EPS because their effect would have been anti-dilutive in the periods presented.

The following is a reconciliation of the number of shares (denominator) used in the basic and diluted EPS computations:

	Three Months Ended			Six Months Ended		
Shares in (000s)	Basic EPS	Effect of Dilutive Common Stock Equivalents	Diluted EPS	Basic EPS	Effect of Dilutive Common Stock Equivalents	Diluted EPS
July 31, 2010						
Shares	**118,615**	**1,947**	**120,562**	**119,222**	**2,021**	**121,243**
Amount	**$ 1.09**	**$ (0.02)**	**$ 1.07**	**$ 2.28**	**$ (0.04)**	**$ 2.24**
August 1, 2009						
Shares	123,467	2,191	125,658	124,080	1,983	126,063
Amount	$ 0.84	$ (0.02)	$ 0.82	$ 1.57	$ (0.02)	$ 1.55

Note E: Debt

The Company has a $600 million unsecured revolving credit facility with an expiration date of July 2011 and interest pricing at LIBOR plus 45 basis points. The credit facility contains a $300 million sublimit for issuance of standby letters of credit, of which $216.7 million was available at July 31, 2010. The Company had no borrowings outstanding under this facility as of July 31, 2010, January 30, 2010, or August 1, 2009.

The Company has two series of unsecured senior notes with various institutional investors for $150 million. The Series A notes, totaling $85 million are due in December 2018 and bear interest at a rate of 6.38%. The Series B notes totaling $65 million are due in December 2021 and bear interest at a rate of 6.53%. The fair value of these notes as of July 31, 2010 of approximately $177 million is estimated by obtaining comparable market quotes. The senior notes are subject to prepayment penalties for early payment of principal.

Borrowings under the credit facilities and these notes are subject to certain covenants, including interest coverage and other financial ratios. As of July 31, 2010, the Company was in compliance with these covenants.

Note F: Taxes on Earnings

As of July 31, 2010 and August 1, 2009, the reserves for unrecognized tax benefits (net of federal tax benefits) were $36.5 million and $28.2 million inclusive of $11.0 million and $7.2 million of related interest, respectively. The Company accounts for interest and penalties related to unrecognized tax benefits as a part of its provision for taxes on earnings. If recognized, $29.8 million would impact the Company's effective tax rate. The difference between the total amount of unrecognized tax benefits and the amounts that would impact the effective tax rate relates to amounts attributable to deferred income tax assets and liabilities. These amounts are net of federal and state income taxes.

During the next twelve months, it is reasonably possible that the statute of limitations may lapse pertaining to positions taken by the Company in prior year tax returns. If this occurs, the total amount of unrecognized tax benefits may decrease, reducing the provision for taxes on earnings by up to $1.4 million.

The Company is generally open to audit by the Internal Revenue Service under the statute of limitations for fiscal years 2006 through 2009. The Company's state income tax returns are generally open to audit under the various statutes of limitations for fiscal years 2005 through 2009. Certain state tax returns are currently under audit by state tax authorities. The Company does not expect the results of these audits to have a material impact on the consolidated financial statements.

Note G: Recently Issued Accounting Standards

In June 2009, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Codification ("ASC") Topic 810 (originally issued as Statement of Financial Accounting Standards No. 167, "Amendments to FASB Interpretation No. 46(R)"). Among other items, ASC 810 responds to concerns about the application of certain key provisions of FIN 46(R), including those regarding the transparency of the involvement with variable interest entities. ASC 810 is effective for fiscal years beginning after November 15, 2009. The Company adopted the standard for the interim period ended May 1, 2010. Adoption of ASC 810 did not have a material impact on the Company's interim consolidated financial statements.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Ross Stores, Inc.
Pleasanton, California

We have reviewed the accompanying condensed consolidated balance sheets of Ross Stores, Inc. and subsidiaries (the "Company") as of July 31, 2010 and August 1, 2009, and the related condensed consolidated statements of earnings for the three-month and six-month periods ended July 31, 2010 and August 1, 2009, and cash flows for the six-month periods ended July 31, 2010 and August 1, 2009. These condensed consolidated financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Ross Stores, Inc. and subsidiaries as of January 30, 2010, and the related consolidated statements of earnings, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated March 25, 2010, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of January 30, 2010, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/Deloitte & Touche LLP

San Francisco, California
September 7, 2010

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section and other parts of this Form 10-Q contain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part II, Item 1A (Risk Factors) below. The following discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the consolidated financial statements and notes thereto in our Annual Report on Form 10-K for 2009. All information is based on our fiscal calendar.

Overview

We are the second largest off-price apparel and home goods retailer in the United States. As of July 31, 2010, we operated 979 Ross Dress for Less ("Ross") locations in 27 states and Guam, and 57 dd's DISCOUNTS stores in five states. Ross offers first-quality, in-season, name brand and designer apparel, accessories, footwear, and home fashions at everyday savings of 20 to 60 percent off department and specialty store regular prices. dd's DISCOUNTS features a more moderately-priced assortment of first-quality, in-season, name brand apparel, accessories, footwear and home fashions at everyday savings of 20 to 70 percent off moderate department and discount store regular prices.

Results of Operations

The following table summarizes the financial results for the three and six month periods ended July 31, 2010 and August 1, 2009:

	Three Months Ended		Six Months Ended	
	July 31, 2010	August 1, 2009	**July 31, 2010**	August 1, 2009
Sales				
Sales (millions)	**$ 1,912**	$ 1,769	**$ 3,847**	$ 3,460
Sales growth	**8.1%**	7.8%	**11.2%**	8.2%
Comparable store sales growth	**4%**	3%	**7%**	3%
Costs and expenses (as a percent of sales)				
Cost of goods sold	**73.0%**	74.1%	**72.8%**	74.6%
Selling, general and administrative	**15.9%**	16.2%	**15.6%**	16.1%
Interest expense, net	**0.1%**	0.1%	**0.1%**	0.1%
Earnings before taxes	**11.0%**	9.6%	**11.5%**	9.2%
Net earnings	**6.8%**	5.8%	**7.1%**	5.6%

Stores. Our expansion strategy is to open additional stores based on market penetration, local demographic characteristics, competition, expected store profitability, and the ability to leverage overhead expenses. We continually evaluate opportunistic real estate acquisitions and opportunities for potential new store locations. We also evaluate our current store locations and determine store closures based on similar criteria.

	Three Months Ended		Six Months Ended	
	July 31, 2010	August 1, 2009	**July 31, 2010**	August 1, 2009
Stores at the beginning of the period	**1,021**	974	**1,005**	956
Stores opened in the period	**17**	19	**34**	38
Stores closed in the period	**(2)**	(3)	**(3)**	(4)
Stores at the end of the period	**1,036**	990	**1,036**	990

Sales. Sales for the three month period ended July 31, 2010 increased $143.1 million, or 8%, compared to the three month period ended August 1, 2009, due to the opening of 46 net new stores between August 1, 2009 and July 31, 2010 and an increase in “comparable” store sales (defined as stores that have been open for more than 14 complete months) of 4% on top of a 3% gain last year. Sales for the six month period ended July 31, 2010 increased $386.3 million, or 11%, compared to the six month period ended August 1, 2009, due to the opening of 46 net new stores between August 1, 2009 and July 31, 2010 and an increase in comparable store sales of 7% on top of a 3% gain in the prior year.

Our sales mix is shown below for the three and six month periods ended July 31, 2010 and August 1, 2009:

	Three Months Ended		Six Months Ended	
	July 31, 2010	August 1, 2009	**July 31, 2010**	August 1, 2009
Ladies	**32%**	33%	**32%**	33%
Home accents and bed and bath	**24%**	22%	**24%**	22%
Shoes	**12%**	12%	**13%**	12%
Men's	**13%**	13%	**12%**	13%
Accessories, lingerie, fine jewelry, and fragrances	**11%**	12%	**11%**	12%
Children's	**8%**	8%	**8%**	8%
Total	**100%**	100%	**100%**	100%

We intend to address the competitive climate for off-price apparel and home goods by pursuing and refining our existing strategies and by continuing to strengthen our organization, to diversify our merchandise mix, and to more fully develop our organization and systems to improve regional and local merchandise offerings. Although our strategies and store expansion program contributed to sales gains for the three and six month periods ended July 31, 2010, we cannot be sure that they will result in a continuation of sales growth or in an increase in net earnings.

Cost of goods sold. For the three and six month periods ended July 31, 2010 cost of goods sold increased $84.6 million and $222.0 million, respectively, as compared to the same periods in the prior year mainly due to increased sales from the opening of 46 net new stores between August 1, 2009 and July 31, 2010 and a 4% and 7% increase in comparable store sales, for the same respective periods.

Cost of goods sold as a percentage of sales for the three month period ended July 31, 2010 decreased approximately 110 basis points from the same period in the prior year. This improvement was driven primarily by an 80 basis point increase in merchandise gross margin, which included a 25 basis point benefit from a lower shortage accrual. In addition, distribution expenses declined about 40 basis points due in part to the timing of recognition of acquisition, processing, and storage costs related to our packaway balances. Occupancy expense benefited the quarter by about 20 basis points. These favorable comparisons were partially offset by a 20 basis point increase in freight costs and a 10 basis point increase in buying and incentive costs compared to the second quarter of 2009.

Cost of goods sold as a percentage of sales for the six month period ended July 31, 2010 decreased approximately 170 basis points from the same period in the prior year. This improvement was driven primarily by a 110 basis point increase in merchandise gross margin, which included a 25 basis point benefit from a lower shortage accrual. In addition, occupancy expense leveraged by approximately 45 basis points, and distribution costs declined by about 40 basis points compared to the prior year period. These favorable trends were partially offset by a 15 basis point increase in freight costs and a 10 basis point increase in buying and incentive costs compared to the same period in 2009.

We cannot be sure that the gross profit margins realized for the three and six month periods ended July 31, 2010 will continue in the future.

Selling, general and administrative expenses. For the three month and six month periods ended July 31, 2010, selling, general and administrative expenses increased $17.2 million and $39.7 million, respectively, as compared to the same periods in the prior year, mainly due to increased store operating costs reflecting the opening of 46 net new stores between August 1, 2009 and July 31, 2010.

Selling, general and administrative expenses as a percentage of sales for the three month period ended July 31, 2010 decreased by approximately 30 basis points over the same period in the prior year primarily due to leverage on corporate expenses from the strong gains in comparable store sales.

Selling, general and administrative expenses as a percentage of sales for the six month period ended July 31, 2010 decreased by approximately 60 basis points over the same period in the prior year primarily due to leverage on both store and corporate expenses from strong gains in comparable store sales.

Interest expense, net. Net interest expense increased for the three and six month periods ended July 31, 2010 by approximately $1.0 million and $1.8 million, respectively, as compared to the same periods in the prior year primarily due to lower capitalization of construction interest and lower investment yields.

Taxes on earnings. Our effective tax rate for the three month periods ended July 31, 2010 and August 1, 2009 was approximately 38% and 39%, respectively. Our effective tax rate for the six month periods ended July 31, 2010 and August 1, 2009 was approximately 39%. These rates represent the applicable combined federal and state statutory rates reduced by the federal benefit of state taxes deductible on federal returns, The effective rate is affected by changes in law, location of new stores, level of earnings, and the resolution of tax positions with various taxing authorities. We anticipate that our effective tax rate for fiscal 2010 will be in the range of 38% to 39%.

Earnings per share. Diluted earnings per share for the three month period ended July 31, 2010 was $1.07 compared to $0.82 in the prior year period. The 30% increase in diluted earnings per share is attributable to a 25% increase in net earnings and a 4% reduction in weighted average diluted shares outstanding largely due to the repurchase of common stock under our stock repurchase program. Diluted earnings per share for the six month period ended July 31, 2010 was $2.24 compared to $1.55 in the prior year period. The 45% increase in diluted earnings per share is attributable to a 39% increase in net earnings and a 4% reduction in weighted average diluted shares outstanding largely due to the repurchase of common stock under our stock repurchase program.

Financial Condition

Liquidity and Capital Resources

Our primary sources of funds for our business activities are cash flows from operations and short-term trade credit. Our primary ongoing cash requirements are for merchandise inventory purchases, payroll, taxes, capital expenditures in connection with opening new stores, and investments in distribution centers and information systems. We also use cash to repurchase stock under our stock repurchase program and to pay dividends.

	Six Months Ended	
($000)	**July 31, 2010**	**August 1, 2009**
Cash flows provided by operating activities	**$ 304,837**	$ 413,968
Cash flows used in investing activities	**(89,944)**	(63,910)
Cash flows used in financing activities	**(210,565)**	(150,989)
Net increase in cash and cash equivalents	**$ 4,328**	$ 199,069

Operating Activities

Net cash provided by operating activities was $304.8 million for the six month period ended July 31, 2010 compared to $414.0 million for the six month period ended August 1, 2009. The primary sources of cash provided by operating activities for the six month periods ended July 31, 2010 and August 1, 2009 were net earnings plus non-cash expenses for depreciation and amortization and accounts payable leverage (defined as accounts payable divided by merchandise inventory). The decrease in cash flow from operating activities for the six month period ended July 31, 2010 primarily resulted from changes in accounts payable leverage and payment of incentive bonuses. Accounts payable leverage increased from 75% as of January 30, 2010 to 81% as of July 31, 2010. Accounts payable leverage increased from 61% as of January 31, 2009 to 76% as of August 1, 2009. The increases in accounts payable leverage were due to faster turns on lower inventory levels.

Our primary source of liquidity is the sale of our merchandise inventory. We regularly review the age and condition of our merchandise and are able to maintain current merchandise inventory in our stores through replenishment processes and liquidation of slower-moving merchandise through clearance markdowns.

Investing Activities

During the six month periods ended July 31, 2010 and August 1, 2009, our capital expenditures were approximately $88.1 million and $80.7 million, respectively. Our capital expenditures included fixtures and leasehold improvements to open new stores, information technology systems, building or expanding distribution centers, and various other expenditures related to our stores, buying, and corporate offices. We opened 34 and 38 new stores on a gross basis during the six month periods ended July 31, 2010 and August 1, 2009, respectively.

We are forecasting approximately $215 million in capital expenditures in fiscal year 2010 to fund expenditures for fixtures and leasehold improvements to open new Ross and dd's DISCOUNTS stores, for the relocation or upgrade of existing stores, for investments in store and merchandising systems, buildings, equipment and systems, and for various buying and corporate office expenditures. We expect to fund these expenditures with available cash and cash flows from operations.

Financing Activities

During the six month periods ended July 31, 2010 and August 1, 2009, our liquidity and capital requirements were provided by available cash and cash flows from operations. Our buying offices, our corporate headquarters, one distribution center, one trailer parking lot, three warehouse facilities, and all but two of our store locations are leased and, except for certain leasehold improvements and equipment, do not represent capital investments. We own one distribution center in each of the following cities: Carlisle, Pennsylvania; Moreno Valley, California; and Fort Mill, South Carolina, and one warehouse facility in Fort Mill, South Carolina.

In January 2010, our Board of Directors approved a two-year $750 million stock repurchase program for fiscal 2010 and 2011. We repurchased 3.6 million shares of common stock for an aggregate purchase price of approximately $193 million during the six month period ended July 31, 2010. We repurchased 4.2 million shares of common stock for approximately $154.4 million during the six month period ended August 1, 2009.

For the six month periods ended July 31, 2010 and August 1, 2009, we paid dividends of $39.1 million and $27.8 million, respectively.

Short-term trade credit represents a significant source of financing for merchandise inventory. Trade credit arises from customary payment terms and trade practices with our vendors. We regularly review the adequacy of credit available to us from all sources and expect to be able to maintain adequate trade, bank, and other credit lines to meet our capital and liquidity requirements, including lease payment obligations in 2010.

Our $600 million credit facility remains in place and available as of July 31, 2010 and expires in July 2011.

We estimate that cash flows from operations, bank credit lines, and trade credit are adequate to meet operating cash needs, fund our planned capital investments, repurchase common stock, and make quarterly dividend payments for at least the next twelve months.

Contractual Obligations

The table below presents our significant contractual obligations as of July 31, 2010:

($000) Contractual Obligations	Less than 1 Year	1 – 3 Years	3 – 5 Years	After 5 Years	Total[1]
Senior notes	$ --	$ --	$ --	$ 150,000	$ 150,000
Interest payment obligations	9,668	19,335	19,335	45,361	93,699
Capital leases	98	28	--	--	126
Operating leases:					
Rent obligations	343,371	678,311	501,555	504,789	2,028,026
Synthetic leases	5,802	8,528	--	--	14,330
Other synthetic lease obligations	604	57,607	--	--	58,211
Purchase obligations	1,309,733	7,727	--	--	1,317,460
Total contractual obligations	$ 1,669,276	$ 771,536	$ 520,890	$ 700,150	$ 3,661,852

[1]We have a $36.5 million liability for unrecognized tax benefits that is included in Other long-term liabilities on our interim condensed consolidated balance sheet. This liability is excluded from the schedule above as the timing of payments cannot be reasonably estimated.

Senior notes. We have two series of unsecured senior notes outstanding with various institutional investors for $150 million. The Series A notes totaling $85 million are due in December 2018 and bear interest at a rate of 6.38%. The Series B notes totaling $65 million are due in December 2021 and bear interest at a rate of 6.53%. Interest on these notes is included in Interest payment obligations in the table above. These notes are subject to prepayment penalties for early payment of principal.

Borrowings under these notes are subject to certain operating and financial covenants, including maintaining certain interest coverage and other financial ratios. As of July 31, 2010, we were in compliance with these covenants.

Capital leases. The obligations under capital leases relate to distribution center equipment and have terms of two to three years.

Off-Balance Sheet Arrangements

Operating leases. We lease our two buying offices, our corporate headquarters, one distribution center, one trailer parking lot, three warehouse facilities, and all but two of our store locations. Except for certain leasehold improvements and equipment, these leased locations do not represent long-term capital investments.

We have lease arrangements for certain equipment in our stores for our point-of-sale ("POS") hardware and software systems. These leases are accounted for as operating leases for financial reporting purposes. The initial terms of these leases are either two or three years, and we typically have options to renew the leases for two to three one-year periods. Alternatively, we may purchase or return the equipment at the end of the initial or each renewal term. We have guaranteed the value of the equipment of $2.2 million at the end of the respective initial lease terms, which is included in Other synthetic lease obligations in the table above.

We lease approximately 181,000 square feet of office space for our corporate headquarters in Pleasanton, California, under several facility leases. The terms for these leases expire between 2011 and 2015 and contain renewal provisions.

We lease approximately 197,000 and 26,000 square feet of office space for our New York City and Los Angeles buying offices, respectively. The lease terms for these facilities expire in 2021 and 2014, respectively, and contain renewal provisions.

We lease a 1.3 million square foot distribution center in Perris, California. The land and building for this distribution center are financed under a $70 million ten-year synthetic lease that expires in July 2013. Rent expense on this center is payable monthly at a fixed annual rate of 5.8% on the lease balance of $70 million. At the end of the lease term, we have the option to either refinance the $70 million synthetic lease facility, purchase the distribution center at the amount of the then-outstanding lease obligation, or arrange a sale of the distribution center to a third party. If the distribution center is sold to a third party for less than $70 million, we have agreed under a residual value guarantee to pay the lessor any shortfall amount up to $56 million. The agreement includes a prepayment penalty for early payoff of the lease. Our contractual obligation of $56 million is included in Other synthetic lease obligations in the above table.

We have recognized a liability and corresponding asset for the inception date estimated fair value of the residual value guarantee in the amount of $8.3 million for our Perris, California distribution center and $0.9 million for our POS leases. These residual value guarantees are amortized on a straight-line basis over the original terms of the leases. The current portion of the related asset and liability is recorded in Prepaid expenses and other and Accrued expenses and other, respectively, and the long-term portion of the related assets and liabilities is recorded in Other long-term assets and Other long-term liabilities, respectively, in the accompanying condensed consolidated balance sheets.

We lease two warehouses in Carlisle, Pennsylvania with one lease expiring in 2013 and the other expiring in 2014. In January 2009, we exercised a three-year option for a 255,000 square foot warehouse in Fort Mill, South Carolina, extending the lease term to February 2013. We also own a 423,000 square foot warehouse also in Fort Mill, South Carolina. All four of these properties are used to store our packaway inventory. We also lease a 10-acre parcel of land that has been developed for trailer parking adjacent to our Perris distribution center.

The Perris, California distribution synthetic lease facility described above, as well as our revolving credit facility and senior notes, have covenant restrictions requiring us to maintain certain interest coverage and other financial ratios. In addition, the interest rates under the revolving credit facility may vary depending on actual interest coverage ratios achieved. As of July 31, 2010 we were in compliance with these covenants.

Purchase obligations. As of July 31, 2010 we had purchase obligations of $1,317 million. These purchase obligations primarily consist of merchandise inventory purchase orders, commitments related to store fixtures and supplies, and information technology service and maintenance contracts. Merchandise inventory purchase orders of $1,310 million represent purchase obligations of less than one year as of July 31, 2010.

Commercial Credit Facilities

The table below presents our significant available commercial credit facilities at July 31, 2010:

	Amount of Commitment Expiration Per Period				Total
($000)	Less than 1 year	1 – 3 years	3 – 5 years	After 5 years	amount committed
Revolving credit facility	$ 600,000	$ --	$ --	$ --	$ 600,000
Total commercial commitments	$ 600,000	$ --	$ --	$ --	$ 600,000

Revolving credit facility. We have available a $600 million revolving credit facility with our banks, which contains a $300 million sublimit for issuance of standby letters of credit, of which $216.7 million was available at July 31, 2010. This credit facility which expires in July 2011 has a LIBOR-based interest rate plus an applicable margin (currently 45 basis points) and is payable upon maturity but not less than quarterly. Our borrowing ability under this credit facility is subject to our maintaining certain financial ratios. As of July 31, 2010 we had no borrowings outstanding under this facility and were in compliance with the covenants.

Standby letters of credit. We use standby letters of credit to collateralize certain obligations related to our self-insured workers' compensation and general liability claims. We had $83.3 million and $72.4 million in standby letters of credit outstanding at July 31, 2010 and August 1, 2009, respectively.

Trade letters of credit. We had $47.3 million and $28.9 million in trade letters of credit outstanding at July 31, 2010 and August 1, 2009, respectively.

Dividends. In August 2010, our Board of Directors declared a cash dividend of $.16 per common share, payable on September 30, 2010. Our Board of Directors declared quarterly cash dividends of $.16 per common share in January and May 2010, and $.11 per common share in January, May, August, and November 2009.

Critical Accounting Policies

Management's Discussion and Analysis of Financial Condition and Results of Operations is based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of our condensed consolidated financial statements requires our management to make estimates and assumptions that affect the reported amounts. These estimates and assumptions are evaluated on an ongoing basis and are based on historical experience and on various other factors that management believes to be reasonable. Actual results may differ significantly from these estimates. During the second quarter of fiscal 2010, there have been no significant changes to the policies discussed in our Annual Report on Form 10-K for the year ended January 30, 2010.

Effects of inflation or deflation. We do not consider the effects of inflation or deflation to be material to our financial position and results of operations.

New Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Codification ("ASC") Topic 810 (originally issued as Statement of Financial Accounting Standards No. 167, "Amendments to FASB Interpretation No. 46(R)"). Among other items, ASC 810 responds to concerns about the application of certain key provisions of FIN 46(R), including those regarding the transparency of the involvement with variable interest entities. ASC 810 is effective for fiscal years beginning after November 15, 2009. The adoption of this standard during the interim period ended May 1, 2010 did not have a material impact on our interim consolidated financial statements.

Forward-Looking Statements

This report may contain a number of forward-looking statements regarding, without limitation, planned store growth, new markets, expected sales, projected earnings levels, capital expenditures, and other matters. These forward-looking statements reflect our then current beliefs, projections and estimates with respect to future events and our projected financial performance, operations, and competitive position. The words "plan," "expect," "target," "anticipate," "estimate," "believe," "forecast," "projected," "guidance," "looking ahead" and similar expressions identify forward-looking statements.

Future economic and industry trends that could potentially impact revenue, profitability, and growth remain difficult to predict. As a result, our forward-looking statements are subject to risks and uncertainties which could cause our actual results to differ materially from these forward-looking statements and our previous expectations and projections. Refer to Part II, Item 1A in this Quarterly Report on Form 10-Q for a more complete discussion of risk factors. The factors underlying our forecasts are dynamic and subject to change. As a result, any forecasts or forward-looking statements speak only as of the date they are given and do not necessarily reflect our outlook at any other point in time. We disclaim any obligation to update or revise these forward-looking statements.

Other risk factors are detailed in our filings with the Securities and Exchange Commission including, without limitation, our Annual Report on Form 10-K for 2009.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks, which primarily include changes in interest rates. We do not engage in financial transactions for trading or speculative purposes.

We occasionally use forward contracts to hedge against fluctuations in foreign currency prices. We had no material outstanding forward contracts as of July 31, 2010.

Interest that is payable on our revolving credit facility is based on variable interest rates and is, therefore, affected by changes in market interest rates. As of July 31, 2010, we had no borrowings outstanding under our revolving credit facility. In addition, lease payments under certain of our synthetic lease agreements are determined based on variable interest rates and are, therefore, affected by changes in market interest rates.

In addition, we issued unsecured notes to institutional investors in two series: Series A for $85 million accrues interest at 6.38% and Series B for $65 million accrues interest at 6.53%. The amount outstanding under these notes as of July 31, 2010 is $150 million.

Interest is receivable on our short- and long-term investments. Changes in interest rates may impact interest income recognized in the future, or the fair value of our investment portfolio.

A hypothetical 100 basis point increase or decrease in prevailing market interest rates would not have materially impacted our consolidated financial position, results of operations, cash flows, or the fair values of our short- and long-term investments as of and for the three month period ended July 31, 2010. We do not consider the potential losses in future earnings and cash flows from reasonably possible, near term changes in interest rates to be material.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our "disclosure controls and procedures" (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system will be met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events.

Quarterly Evaluation of Changes in Internal Control Over Financial Reporting

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of our internal control over financial reporting to determine whether any change occurred during the second fiscal quarter of 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, our management concluded that there was no such change during the second fiscal quarter.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The matters under the caption "Provision for litigation costs and other legal proceedings" in Note A of Notes to Condensed Consolidated Financial Statements are incorporated herein by reference.

Item 1A. Risk Factors

Our Quarterly Report on Form 10-Q for our second fiscal quarter of 2010, and information we provide in our press releases, telephonic reports, and other investor communications, including those on our corporate website, may contain forward-looking statements with respect to anticipated future events and our projected financial performance, operations and competitive position that are subject to risks and uncertainties that could cause our actual results to differ materially from those forward-looking statements and our prior expectations and projections. Refer to Management's Discussion and Analysis for a more complete identification and discussion of "Forward-Looking Statements."

Our financial condition, results of operations, cash flows, and the performance of our common stock may be adversely affected by a number of risk factors. Risks and uncertainties that apply to both Ross and dd's DISCOUNTS include, without limitation, the following:

We are subject to the economic and industry risks that affect large retailers operating in the United States.

Our business is exposed to the risks of a large, multi-store retailer, which must continually and efficiently obtain and distribute a supply of fresh merchandise throughout a large and growing network of stores. These risk factors include:

- An increase in the level of competitive pressures in the apparel or home-related merchandise industry.
- Changes in the level of consumer spending on or preferences for apparel or home-related merchandise, including the potential impact from the macro-economic environment, uncertainty in financial and credit markets, and changes in geopolitical conditions.
- Unseasonable weather trends that could affect consumer demand for seasonal apparel and apparel-related products.
- A change in the availability, quantity, or quality of attractive brand-name merchandise at desirable discounts that could impact our ability to purchase product and continue to offer customers a wide assortment of merchandise at competitive prices.
- Potential disruptions in the supply chain that could impact our ability to deliver product to our stores in a timely and cost-effective manner.
- A change in the availability, quality, or cost of new store real estate locations.
- A downturn in the economy or a natural disaster in California or in another region where we have a concentration of stores or a distribution center. Our corporate headquarters, Los Angeles buying office, two distribution centers, and 26% of our stores are located in California.

We are subject to operating risks as we attempt to execute on our merchandising and growth strategies.

The continued success of our business depends, in part, upon our ability to increase sales at our existing store locations, to open new stores, and to operate stores on a profitable basis. Our existing strategies and store expansion programs may not result in a continuation of our anticipated revenue or profit growth. In executing our off-price retail strategies and working to improve efficiencies, expand our store network, and reduce our costs, we face a number of operational risks, including:

- Our ability to attract and retain personnel with the retail talent necessary to execute our strategies.
- Our ability to effectively operate our various supply chain, core merchandising, and other information systems.
- Our ability to improve our merchandising capabilities through the recent implementation of new processes and systems enhancements.
- Our ability to improve new store sales and profitability, especially in newer regions and markets.
- Our ability to achieve and maintain targeted levels of productivity and efficiency in our distribution centers.
- Our ability to lease or acquire acceptable new store sites with favorable demographics and long term financial returns.
- Our ability to identify and to successfully enter new geographic markets.
- Our ability to achieve planned gross margins, by effectively managing inventories, markdowns, and shrink.
- Our ability to effectively manage all operating costs of the business, the largest of which are payroll and benefit costs for store and distribution center employees.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Information regarding shares of common stock we repurchased during the second quarter of fiscal 2010 is as follows:

Period	Total number of shares (or units) purchased[1]	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs ($000)[2]
May (5/2/2010-5/29/2010)	419,184	$ 53.03	413,673	$ 634,000
June (5/30/2010-7/3/2010)	791,655	$ 55.73	787,093	$ 590,000
July (7/4/2010-7/31/2010)	613,224	$ 53.81	610,368	$ 557,000
Total	1,824,063	$ 54.47	1,811,134	$ 557,000

[1]We purchased 12,929 of these shares during the quarter ended July 31, 2010 from employees for tax withholding purposes related to vesting of restricted stock grants. All remaining shares were repurchased under our publicly announced stock repurchase program.

[2]In January 2010 our Board of Directors approved a two-year $750 million stock repurchase program for fiscal 2010 and 2011.

Item 6. Exhibits

Incorporated herein by reference to the list of exhibits contained in the Index to Exhibits within this Report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

ROSS STORES, INC.
(Registrant)

Date: September 8, 2010

By: /s/ J. Call
John G. Call
Senior Vice President, Chief Financial Officer and
Principal Accounting Officer

INDEX TO EXHIBITS

Exhibit Number	Exhibit
3.1	Amendment of Certificate of Incorporation dated May 21, 2004 and Amendment of Certificate of Incorporation dated June 5, 2002 and Corrected First Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to the Form 10-Q filed by Ross Stores for its quarter ended July 31, 2004.
3.2	Amended By-laws, dated August 25, 1994, incorporated by reference to Exhibit 3.2 to the Form 10-Q filed by Ross Stores for its quarter ended July 30, 1994.
15	Letter re: Unaudited Interim Financial Information from Deloitte & Touche LLP dated September 7, 2010
31.1	Certification of Chief Executive Officer Pursuant to Sarbanes-Oxley Act Section 302(a).
31.2	Certification of Chief Financial Officer Pursuant to Sarbanes-Oxley Act Section 302(a).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.
101.INS[1]	XBRL Instance Document
101.SCH[1]	XBRL Taxonomy Extension Schema
101.CAL[1]	XBRL Taxonomy Extension Calculation Linkbase
101.DEF[1]	XBRL Taxonomy Extension Definition Linkbase
101.LAB[1]	XBRL Taxonomy Extension Label Linkbase
101.PRE[1]	XBRL Taxonomy Extension Presentation Linkbase

[1]Furnished, not filed.

EXHIBIT 15

September 7, 2010

Ross Stores, Inc.
Pleasanton, California

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim financial information of Ross Stores, Inc. and subsidiaries for the periods ended July 31, 2010 and August 1, 2009, as indicated in our report dated September 7, 2010; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended July 31, 2010, is incorporated by reference in Registration Statements No. 333-151116, No. 33-61373, No. 33-51916, No. 33-51896, No. 33-51898, No. 33-41415, No. 33-41413, No. 33-29600, No. 333-56831, No. 333-06119, No. 333-34988, No. 333-51478, and No. 333-115836 of Ross Stores, Inc. and subsidiaries, all on Form S-8.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statements prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

Yours truly,

/s/Deloitte & Touche LLP
San Francisco, California

EXHIBIT 31.1

Ross Stores, Inc.
Certification of Chief Executive Officer
Pursuant to Sarbanes-Oxley Act Section 302(a)

I, Michael Balmuth, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ross Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 8, 2010

/s/Michael Balmuth
Michael Balmuth
Vice Chairman and Chief Executive Officer

EXHIBIT 31.2

Ross Stores, Inc.
Certification of Chief Financial Officer
Pursuant to Sarbanes-Oxley Act Section 302(a)

I, John G. Call, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ross Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 8, 2010

/s/J. Call
John G. Call
Senior Vice President, Chief Financial Officer and
Principal Accounting Officer

EXHIBIT 32.1

Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Ross Stores, Inc. (the “Company”) on Form 10-Q for the quarter ended July 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Balmuth, as Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 8, 2010

/s/Michael Balmuth
Michael Balmuth
Vice Chairman and Chief Executive Officer

EXHIBIT 32.2

Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Ross Stores, Inc. (the “Company”) on Form 10-Q for the quarter ended July 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John G. Call, as Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 8, 2010

/s/J. Call

John G. Call
Senior Vice President, Chief Financial Officer
and Principal Accounting Officer