

ROSS STORES INC

Form 4

March 18, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FASSIO JAMES S

(Last) (First) (Middle)

5130 HACIENDA DRIVE

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ROSS STORES INC [ROST]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Chief Dev. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
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)
Common Stock	03/16/2016		A	Amount 20,677 (1)	\$ 0	293,825	D
Common Stock	03/16/2016		F	3,237	\$ 58.09	290,588	D
Common Stock	03/16/2016		F	3,498	\$ 58.09	287,090	D
Common Stock	03/16/2016		F	2,466	\$ 58.09	284,624	D
Common Stock	03/16/2016		F	24,148	\$ 58.09	260,476	D

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Common Stock	03/16/2016	G	2,967	D	\$ 0	257,509	D	
Common Stock	03/16/2016	G	3,206	D	\$ 0	254,303	D	
Common Stock	03/16/2016	G	2,260	D	\$ 0	252,043	D	
Common Stock	03/16/2016	G	22,132	D	\$ 0	229,911	D	
Common Stock	03/16/2016	G	2,967	A	\$ 0	498,418	I	by Trust A (2)
Common Stock	03/16/2016	G	3,206	A	\$ 0	501,624	I	by Trust A (2)
Common Stock	03/16/2016	G	2,260	A	\$ 0	503,884	I	by Trust A (2)
Common Stock	03/16/2016	G	22,132	A	\$ 0	526,016	I	by Trust A (2)
Common Stock						129,728	I	by Trust B (3)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FASSIO JAMES S 5130 HACIENDA DRIVE DUBLIN, CA 94568			President, Chief Dev. Officer	

Signatures

/s/ Ken Jew for James S.
Fassio

03/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Shares issued pursuant to settlement of a performance share award under the terms of the 2008 Equity Incentive Plan. Shares become

(1) vested as follows: 6,204 shares vest as of March 16, 2016, 6,204 shares vest as of March 14, 2017, and 8,269 shares vest as of March 12, 2018.

(2) Securities held in the name of James S. Fassio Revocable Trust.

(3) Securities held in the name of James S. Fassio 2012 Dynasty Irrevocable Trust.

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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