

CHARLOTTE RUSSE HOLDING INC
 Form 4
 November 17, 2006

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CARTER DANIEL T

2. Issuer Name and Ticker or Trading Symbol
 CHARLOTTE RUSSE HOLDING INC [CHIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4645 MORENA BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

SAN DIEGO, CA 92117
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V	Amount or Price		
Common Stock	11/16/2006		M	8,000	A \$ 10.18	13,813	D
Common Stock	11/16/2006		S	8,000	D \$ 28	5,813	D
Common Stock	11/16/2006		M	9,000	A \$ 10.6	14,813	D
Common Stock	11/16/2006		S	9,000	D \$ 28	5,813	D
Common Stock	11/16/2006		M	6,000	A \$ 10.57	11,813	D

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Common Stock	11/16/2006	S	6,000	D	\$ 28	5,813	D
Common Stock	11/16/2006	M	2,000	A	\$ 14.35	7,813	D
Common Stock	11/16/2006	S	2,000	D	\$ 28	5,813	D

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 10.18	11/16/2006		M	8,000	09/26/2003 09/26/2012	Common Stock	8,000	
Non-Qualified Stock Option (right to buy)	\$ 10.6	11/16/2006		M	9,000	09/25/2004 09/25/2013	Common Stock	9,000	
Non-Qualified Stock Option (right to buy)	\$ 10.57	11/16/2006		M	6,000	02/04/2006 02/04/2015	Common Stock	6,000	
Non-Qualified Stock Option (right to buy)	\$ 14.35	11/16/2006		M	2,000	08/09/2006 08/09/2015	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CARTER DANIEL T
4645 MORENA BLVD
SAN DIEGO, CA 92117

Chief Financial Officer

Signatures

Daniel T. Carter

11/17/2006

 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).

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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