

CHARLOTTE RUSSE HOLDING INC

Form 4

November 16, 2006

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 *
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)
11/14/2006

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

SAN DIEGO, CA 92117

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	11/14/2006		M	1,548 A \$ 11	11,161	D	
Common Stock	11/14/2006		S	1,548 D \$ 28.03	9,613	D	
Common Stock	11/14/2006		M	400 A \$ 11	10,013	D	
Common Stock	11/14/2006		S	400 D \$ 28.02	9,613	D	
Common Stock	11/14/2006		M	8,245 A \$ 11	17,858	D	

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Common Stock	11/14/2006	S	8,245	D	\$ 28.01	9,613	D
Common Stock	11/14/2006	M	14,807	A	\$ 11	24,420	D
Common Stock	11/14/2006	S	14,807	D	\$ 28	9,613	D
Common Stock	11/15/2006	M	490	A	\$ 11.25	10,103	D
Common Stock	11/15/2006	S	490	D	\$ 28.38	9,613	D
Common Stock	11/15/2006	M	6,971	A	\$ 11.25	16,584	D
Common Stock	11/15/2006	S	6,971	D	\$ 28.36	9,613	D
Common Stock	11/15/2006	M	900	A	\$ 11.25	10,513	D
Common Stock	11/15/2006	S	900	D	\$ 28.35	9,613	D
Common Stock	11/15/2006	M	2,240	A	\$ 11.25	11,853	D
Common Stock	11/15/2006	S	2,240	D	\$ 28.34	9,613	D
Common Stock	11/15/2006	M	1,433	A	\$ 11.25	11,046	D
Common Stock	11/15/2006	S	1,433	D	\$ 28.33	9,613	D
Common Stock	11/15/2006	M	200	A	\$ 11.25	9,813	D
Common Stock	11/15/2006	S	200	D	\$ 28.31	9,613	D
Common Stock	11/15/2006	M	200	A	\$ 11.25	9,813	D
Common Stock	11/15/2006	S	200	D	\$ 28.3	9,613	D
Common Stock	11/15/2006	M	1,090	A	\$ 11.25	10,703	D
Common Stock	11/15/2006	S	1,090	D	\$ 28.29	9,613	D
Common Stock	11/15/2006	M	1,100	A	\$ 11.25	10,713	D
	11/15/2006	S	1,100	D		9,613	D

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Common Stock						\$ 28.28		
Common Stock	11/15/2006		M	376	A	\$ 11.25	9,989	D
Common Stock	11/15/2006		S	376	D	\$ 28.27	9,613	D
Common Stock	11/15/2006		M	4,424	A	\$ 12.87	14,037	D
Common Stock	11/15/2006		S	4,424	D	\$ 28.27	9,613	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am or Nur of S
Non-Qualified Stock Option (right to buy)	\$ 11	11/14/2006		M	\$ 25,000	10/19/2000 10/19/2009	Common Stock 25
Non-Qualified Stock Option (right to buy)	\$ 11.25	11/15/2006		M	15,000	10/19/2001 10/19/2010	Common Stock 15
Non-Qualified Stock Option (right to buy)	\$ 12.87	11/15/2006		M	4,424	10/01/2002 10/01/2011	Common Stock 4,

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

11/16/2006

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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