

CRIBB GARY L  
Form 4  
July 16, 2009

**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 \*  
CRIBB GARY L

(Last) (First) (Middle)  
4440 ROSEWOOD DRIVE,  
BUILDING 4  
(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/14/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP, C.O.O.

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 07/14/2009                           |  | M                              |   | 1,500   | A  | \$ 19.02  |
| Common Stock                    | 07/14/2009                           |  | S                              |   | 1,500   | D  | \$ 41.5188  |
| Common Stock                    | 07/14/2009                           |  | M                              |   | 20,000  | A  | \$ 29.42  |
| Common Stock                    | 07/14/2009                           |  | S                              |   | 20,000  | D  | \$ 41.5188  |
| Common Stock                    | 07/14/2009                           |  | M                              |   | 58,557  | A  | \$ 28.69  |
|                                 |                                      |  |                                |   |   |  | 62,058  |
|                                 |                                      |  |                                |   |   |  | 60,558  |
|                                 |                                      |  |                                |   |   |  | 80,558  |
|                                 |                                      |  |                                |   |   |  | 60,558  |
|                                 |                                      |  |                                |   |   |  | 119,115   |

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|              |            |   |        |   |            |                       |   |
|--------------|------------|---|--------|---|------------|-----------------------|---|
| Common Stock | 07/14/2009 | S | 58,557 | D | \$ 41.5188 | 60,558                | D |
| Common Stock | 07/14/2009 | M | 19,000 | A | \$ 27.81   | 79,558                | D |
| Common Stock | 07/14/2009 | S | 19,000 | D | \$ 41.5188 | 60,558 <sup>(1)</sup> | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 19.02   | 07/14/2009                           |  | M                              | 1,500   | <u>(2)</u> 03/20/2013                                    | Common Stock  | 1,500                      |
| Non-Qualified Stock Options (right to buy) | \$ 27.81   | 07/14/2009                           |  | M                              | 19,000  | <u>(2)</u> 03/16/2016                                    | Common Stock  | 19,000                     |
| Non-Qualified Stock Options (right to buy) | \$ 28.69   | 07/14/2009                           |  | M                              | 58,557  | <u>(2)</u> 02/07/2015                                    | Common Stock  | 58,557                     |
| Non-Qualified Stock Option (right to buy)  | \$ 29.42   | 07/14/2009                           |  | M                              | 20,000  | <u>(2)</u> 03/17/2014                                    | Common Stock  | 20,000                     |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

CRIBB GARY L  
4440 ROSEWOOD DRIVE, BUILDING 4

Executive VP, C.O.O.

PLEASANTON, CA 94588

## Signatures

/s/ GARY L CRIBB EVP AND CHIEF OPERATIONS  
OFFICER

07/16/2009

\_\_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).
- (1) Securities Beneficially Owned reflects shares acquired pursuant to issuer's employee stock purchase plan in a transaction exempt under Rule 16b-3.
- (2) Option is exercisable as it vests in monthly increments beginning the first full month from 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.

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