

CHARLOTTE RUSSE HOLDING INC
 Form 4
 August 03, 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)
 08/02/2006

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2006		M		400	A	\$ 3.5
Common Stock	08/02/2006		S		400	D	\$ 26.5
Common Stock	08/03/2006		M		1,500	A	\$ 3.5
Common Stock	08/03/2006		S		1,500	D	\$ 26
Common Stock	08/03/2006		M		1,400	A	\$ 3.5

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Common Stock	08/03/2006	S	1,400	D	\$ 26.01	9,613	D
Common Stock	08/03/2006	M	535	A	\$ 3.5	10,148	D
Common Stock	08/03/2006	S	535	D	\$ 26.02	9,613	D
Common Stock	08/03/2006	M	500	A	\$ 3.5	10,113	D
Common Stock	08/03/2006	S	500	D	\$ 26.03	9,613	D
Common Stock	08/03/2006	M	800	A	\$ 3.5	10,413	D
Common Stock	08/03/2006	S	800	D	\$ 26.04	9,613	D
Common Stock	08/03/2006	M	1,200	A	\$ 3.5	10,813	D
Common Stock	08/03/2006	S	1,200	D	\$ 26.05	9,613	D
Common Stock	08/03/2006	M	2,165	A	\$ 3.5	11,778	D
Common Stock	08/03/2006	S	2,165	D	\$ 26.06	9,613	D
Common Stock	08/03/2006	M	1,200	A	\$ 3.5	10,813	D
Common Stock	08/03/2006	S	1,200	D	\$ 26.07	9,613	D
Common Stock	08/03/2006	M	5,300	A	\$ 3.5	14,913	D
Common Stock	08/03/2006	S	5,300	D	\$ 26.08	9,613	D
Common Stock	08/03/2006	M	10,000	A	\$ 11	19,613	D
Common Stock	08/03/2006	S	10,000	D	\$ 26.08	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)**

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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 Num of S
Non-Qualified Stock Option (right to buy)	\$ 3.5	08/02/2006		M	400	06/01/1999	06/01/2008	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 3.5	08/03/2006		M	14,600	06/01/1999	06/01/2008	Common Stock	14
Non-Qualified Stock Option (right to buy)	\$ 11	08/03/2006		M	10,000	10/19/2000	10/19/2009	Common Stock	10

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 08/03/2006
 **Signature of Date
 Reporting Person

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.