

Weiss Michael A
 Form 4
 April 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Weiss Michael A

2. Issuer Name and Ticker or Trading Symbol
 EXPRESS, INC. [EXPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O EXPRESS, INC., 1 EXPRESS DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2013

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

Chief Executive Officer

(Street)
 COLUMBUS, OH 43230

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	02/15/2013		G	V	550,000	D	\$ 0
					856,031 ⁽¹⁾	D	
Common Stock, par value \$0.01	02/18/2013		F		38,691	D	\$ 18.51
					817,340 ⁽¹⁾	D	
Common Stock, par value \$0.01	03/07/2013		G	V	27,902	D	\$ 0
					0	I	
							By the Michael A. Weiss Trust Agreement

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Common Stock, par value \$0.01							339,686	I	Gamma #2 (2)
Common Stock, par value \$0.01							7	I	By the Michael A. Weiss Trust Agreement Gamma #3 (2)
Common Stock, par value \$0.01	02/15/2013		G V	550,000	A \$ 0		550,000	I	By the Declaration of Trust of Arlene Weiss
Common Stock, par value \$0.01									By the Michael A. Weiss Trust Agreement Gamma #4 (2)

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

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SEC 1474
(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	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 17.49	04/02/2013		A	146,640	(3) 04/02/2023	Common Stock, par value \$0.01 146,640

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Weiss Michael A
C/O EXPRESS, INC., 1 EXPRESS DRIVE X Chief Executive Officer
COLUMBUS, OH 43230

Signatures

Lacey J. Bundy,
Attorney-in-Fact 04/03/2013

__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).
Total includes 602,962 shares that are held by the Declaration of Trust of Michael A. Weiss (the M. Weiss Trust). The M. Weiss Trust is
(1) a revocable trust of which Mr. Weiss is the trustee and sole beneficiary. Accordingly, these shares are reported as being held directly by Mr. Weiss.
(2) This trust is a grantor retained annuity trust for the benefit of Mr. Weiss and his descendants. Mr. Weiss is not the trustee of the trust and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
(3) Options vest 1/3 per year beginning on the first anniversary of the date of grant.

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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