Edgar Filing: Tilson Douglas H - Form 4

Form 4											
February 23, FORM	Л									OMB APPROVAL OMB 3235-028 Number:	
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior may conti <i>See</i> Instru 1(b).	er STATEN 6. Filed pur inue. Section 17(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 20(b) of the Investment Company Act of 1940							Expires: Estimated a burden hou response	Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type R	Responses)										
Tilson Douglas H Sym			Symbol	2. Issuer Name and Ticker or Trading Symbol EXPRESS, INC. [EXPR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)		Earliest Tra				(Chec	k all applicable	e)	
C/O EXPRESS, INC., 1 EXPRES 02 DRIVE (Street) 4.			(Month/Day/Year) 02/18/2011					Director 10% Owner X_Officer (give title Other (specify below) Diebow) Diebow) EVP - Real Estate 6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person			
				4. If Amendment, Date Original Filed(Month/Day/Year)							
COLUMBU	S, OH 43230							Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Executio any		Code (Instr. 8)	on(A) or Dis (D) (Instr. 3, 4	and 5 (A) or	of 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)		
Common Stock, par value \$0.01	02/18/2011			Code V A	Amount 13,000 (1)	(D) A	Price (2)	252,992	D		

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

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

 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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day	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 or Number of Shares	
Employee Stock Option (right to buy)	\$ 18.51	02/18/2011		A	25,000	<u>(3)</u>	02/18/2021	Common Stock, par value \$0.01	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Tilson Douglas H C/O EXPRESS, INC. 1 EXPRES DRIVE COLUMBUS, OH 43230			EVP - Real Estate				
Signatures							
/s/ Lacey J. Bundy, Attorney in Fact		02/23/201	1				

**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) These shares represent restricted stock units that are to be settled in common stock upon vesting. One quarter of the restricted stock units will vest on February 18, 2012, and one quarter of the restricted stock units will vest on that date in 2013, 2014 and 2015.
- (2) The restricted stock units were granted and no price was paid therefor.
- (3) One quarter of the options will vest on February 18, 2012, and one quarter will vest on that date in 2013, 2014 and 2015.
- (4) The options were granted and no price was paid therefor.

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.