

Weiss Michael A
Form 4
April 03, 2013

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 *
Weiss Michael A

(Last) (First) (Middle)

C/O EXPRESS, INC., 1 EXPRESS
DRIVE

(Street)

COLUMBUS, OH 43230

(City) (State) (Zip)

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

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

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)

Chief Executive Officer

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

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 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		<u>(3)</u>	04/02/2023	Common Stock, par value \$0.01	146,64

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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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