EXPRESS, INC. Form 4 April 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Moellering Matthew C			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			EXPRESS, INC. [EXPR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O EXPRE DRIVE	ESS, INC., 1	EXPRESS	04/01/2014	X Officer (give title Other (specify below) EVP & Chief Operating Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
COLUMBU	JS, OH 4323	0		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Toble I Non Derivative Securities Age	guired Disposed of an Peneficially Owner		

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative (Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock, par value \$0.01	04/01/2014		A	35,687 (1)	A	\$ 0	219,041	D	
Common Stock, par value \$0.01	04/01/2014		A	18,892 (2)	A	\$ 0	237,933	D	
Common Stock, par value \$0.01	04/02/2014		F	3,957	D	\$ 16.71	233,976	D	

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.88	04/01/2014		A	23,311	(3)	04/01/2024	Common Stock, par value \$0.01	23,311

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Moellering Matthew C C/O EXPRESS, INC., 1 EXPRESS DRIVE COLUMBUS, OH 43230 EVP & Chief Operating Officer

Signatures

Lacey J. Bundy, Attorney-in-Fact 04/03/2014

**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) Includes restricted stock units that are settled in common stock upon vesting. One-third of the restricted stock units vest on each of the following dates: April 2, 2014, April 2, 2015, and April 2, 2016.
- (2) These shares represent restricted stock units that are to be settled in common stock upon vesting. One-quarter of the restricted stock units vest on each of the following dates: April 15, 2015, April 15, 2016, April 15, 2017, and April 15, 2018.
- (3) One-quarter of the stock options vest on each of the following dates: April 15, 2015, April 15, 2016, April 15, 2017, and April 15, 2018. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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