

ROSS STORES INC  
Form 4  
March 04, 2015

# 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 \*  
BUSH MICHAEL J

(Last) (First) (Middle)

5130 HACIENDA DRIVE

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ROSS STORES INC [ROST]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/02/2015

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 03/02/2015                           |  | M                              | V Amount (A) or (D) Price   | 18,702 A \$ 13.77 45,476  | D  |   |
| Common Stock                    | 03/02/2015                           |  | S                              | 18,702 D \$ 105.8757 (1)  | 26,774  | D  |   |
| Common Stock                    | 03/02/2015                           |  | M                              | 18,058 A \$ 13.845 44,832   |   | D  |   |
| Common Stock                    | 03/02/2015                           |  | S                              | 18,058 D \$ 105.8757 (1)  | 26,774  | 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.

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 13.77   | 03/02/2015                           |  | M                              | 18,702  | (2) 05/18/2016   | Common Stock  | 18,702                     |
| Non-Qualified Stock Option (right to buy)  | \$ 13.845  | 03/02/2015                           |  | M                              | 18,058  | (2) 05/19/2015   | Common Stock  | 18,058                     |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BUSH MICHAEL J<br>5130 HACIENDA DRIVE<br>DUBLIN, CA 94568 |               | X         |         |       |

## Signatures

/s/John Call for Michael J. Bush  
03/04/2015  
\*\*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).  
The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$105.46 to \$106.43, inclusive. The reporting person undertakes to provide to Ross Stores, Inc., any security holder of Ross Stores, Inc., and to the staff of the Securities and Exchange Commission upon request, full information regarding the numbers of shares sold at each separate price within this price range.
- (1)
- (2) Grant to reporting person of an option which begins vesting six months from grant date (Initial Vest Date). On Initial Vest Date, grant vests and becomes exercisable as to 1/6 of shares granted and then vests and becomes exercisable as to 1/36 of shares granted per month

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thereafter.

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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