

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-08-03** | Period of Report: **2006-08-02**

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ISSUER

CHARLOTTE RUSSE HOLDING INC

CIK: **1092006** | IRS No.: **330724325** | Fiscal Year End: **0929**
SIC: **5621** Women's clothing stores

Mailing Address
4645 MORENA BLVD
SAN DIEGO CA 92117

Business Address
4645 MORENA BLVD
SAN DIEGO CA 92117
8585871500

REPORTING OWNER

CARTER DANIEL T

CIK: **1117949**
Type: **4** | Act: **34** | File No.: **000-27677** | Film No.: **061003384**

Mailing Address
C/O CHARLOTTE RUSSE
HOLDING CO
4645 MORENA BLVD
SAN DIEGO CA 92117

Business Address
8585871500

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person CARTER DANIEL T			2. Issuer Name and Ticker or Trading Symbol CHARLOTTE RUSSE HOLDING INC [CHIC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/02/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
4645 MORENA BLVD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street)								
SAN DIEGO, CA 92117								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/02/2006		<u>M</u>		400	A	\$3.5	10,013	D	
Common Stock	08/02/2006		<u>S</u>		400	D	\$26.5	9,613	D	
Common Stock	08/03/2006		<u>M</u>		1,500	A	\$3.5	11,113	D	
Common Stock	08/03/2006		<u>S</u>		1,500	D	\$26	9,613	D	
Common Stock	08/03/2006		<u>M</u>		1,400	A	\$3.5	11,013	D	
Common Stock	08/03/2006		<u>S</u>		1,400	D	\$26.01	9,613	D	
Common Stock	08/03/2006		<u>M</u>		535	A	\$3.5	10,148	D	
Common Stock	08/03/2006		<u>S</u>		535	D	\$26.02	9,613	D	
Common Stock	08/03/2006		<u>M</u>		500	A	\$3.5	10,113	D	
Common Stock	08/03/2006		<u>S</u>		500	D	\$26.03	9,613	D	
Common Stock	08/03/2006		<u>M</u>		800	A	\$3.5	10,413	D	
Common Stock	08/03/2006		<u>S</u>		800	D	\$26.04	9,613	D	
Common Stock	08/03/2006		<u>M</u>		1,200	A	\$3.5	10,813	D	
Common Stock	08/03/2006		<u>S</u>		1,200	D	\$26.05	9,613	D	
Common Stock	08/03/2006		<u>M</u>		2,165	A	\$3.5	11,778	D	
Common Stock	08/03/2006		<u>S</u>		2,165	D	\$26.06	9,613	D	

Common Stock	08/03/2006		<u>M</u>		1,200	A	\$3.5	10,813	D	
Common Stock	08/03/2006		<u>S</u>		1,200	D	\$26.07	9,613	D	
Common Stock	08/03/2006		<u>M</u>		5,300	A	\$3.5	14,913	D	
Common Stock	08/03/2006		<u>S</u>		5,300	D	\$26.08	9,613	D	
Common Stock	08/03/2006		<u>M</u>		10,000	A	\$11	19,613	D	
Common Stock	08/03/2006		<u>S</u>		10,000	D	\$26.08	9,613	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$3.5	08/02/2006		<u>M</u>			400	06/01/1999	06/01/2008	Common Stock	400	\$3.5	14,600	D	
Non-Qualified Stock Option (right to buy)	\$3.5	08/03/2006		<u>M</u>			14,600	06/01/1999	06/01/2008	Common Stock	14,600	\$3.5	0	D	
Non-Qualified Stock Option (right to buy)	\$11	08/03/2006		<u>M</u>			10,000	10/19/2000	10/19/2009	Common Stock	10,000	\$11	25,000	D	

Signatures

Daniel T. Carter

** Signature of Reporting Person

08/03/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.