

EXPRESS, INC.  
Form 3  
February 05, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â McIntyre Erica		(Month/Day/Year)	EXPRESS, INC. [EXPR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/31/2016		
1 EXPRESS DR.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			EVP, Merchandising	
COLUMBUS,Â OHÂ 43230				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	27,448	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	12/15/2020	Common Stock, par value \$0.01	20,000	\$ 16.53	D	Â
Employee Stock Option (right to buy)	Â (2)	02/18/2021	Common Stock, par value \$0.01	10,000	\$ 18.51	D	Â
Employee Stock Option (right to buy)	Â (3)	03/22/2022	Common Stock, par value \$0.01	7,400	\$ 25.25	D	Â
Employee Stock Option (right to buy)	Â (4)	04/02/2023	Common Stock, par value \$0.01	8,550	\$ 17.49	D	Â
Employee Stock Option (right to buy)	Â (5)	04/01/2024	Common Stock, par value \$0.01	6,994	\$ 15.88	D	Â
Employee Stock Option (right to buy)	Â (6)	03/26/2025	Common Stock, par value \$0.01	6,181	\$ 16.28	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McIntyre Erica 1 EXPRESS DR. COLUMBUS, OH 43230	Â	Â	Â EVP, Merchandising	Â

## Signatures

Lacey J. Bundy,  
Attorney-in-Fact

02/05/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The stock options are fully vested. One-quarter of the stock options became exercisable on each of November 22, 2011, November 22, 2012, November 22, 2013, and November 22, 2014.

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- (2) The stock options are fully vested. One-quarter of the stock options became exercisable on each of February 18, 2012, February 18, 2013, February 18, 2014, and February 18, 2015.
- (3) The stock options vest in four equal annual installments. One-quarter of the stock options became exercisable on each of March 22, 2013, March 22, 2014, and March 22, 2015, and the remainder becomes exercisable on March 22, 2016.
- (4) The stock options vest in four equal annual installments. One-quarter of the stock options became exercisable on each of April 2, 2014 and April 2, 2015, and one-quarter of the stock options becomes exercisable on each of April 2, 2016 and April 2, 2017.
- (5) The stock options vest in four equal annual installments. One-quarter of the stock options became exercisable on April 15, 2015, and one-quarter of the stock options becomes exercisable on each of April 15, 2016, April 15, 2017, and April 15, 2018.
- (6) The stock options vest in four equal annual installments. One-quarter of the stock options becomes exercisable on each of April 15, 2016, April 15, 2017, April 15, 2018, and April 15, 2019.

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### Remarks:

Exhibit List:

Exhibit 24 - Power of Attorney

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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