

BEBE STORES INC
Form 4
October 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
PETERSON SUSAN

(Last) (First) (Middle)
400 VALLEY DRIVE
(Street)

BRISBANE, CA 94005-1208

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/13/2006

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)
VP Design

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/13/2006 | | M | 388 A \$ 0 | 388 | D | |
| Common Stock | 10/13/2006 | | S ⁽¹⁾ | 388 D \$ 25.75 | 0 | D | |
| Common Stock | 10/13/2006 | | M | 2,112 A \$ 0 | 2,112 | D | |
| Common Stock | 10/13/2006 | | S ⁽¹⁾ | 2,112 D \$ 25.75 | 0 | D | |
| Common Stock | 10/16/2006 | | M | 543 A \$ 8.63 | 543 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|-------|---|
| Common Stock | 10/16/2006 | S ⁽¹⁾ | 543 | D | \$ 26.22 | 0 | D |
| Common Stock | 10/16/2006 | M | 2,957 | A | \$ 0 | 2,957 | D |
| Common Stock | 10/16/2006 | S ⁽¹⁾ | 2,957 | D | \$ 26.22 | 0 | 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.

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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 Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 8.63 | 10/13/2006 | | M | 388 | 07/17/2005 ⁽²⁾ | 02/17/2014 | Common Stock | | | |
| Incentive Stock Option (right to buy) | \$ 8.63 | 10/16/2006 | | M | 543 | 02/17/2005 ⁽²⁾ | 02/17/2014 | Common Stock | | | |
| Non-Qualified Stock Option (right to buy) | \$ 8.63 | 10/13/2006 | | M | 2,112 | 07/17/2005 ⁽²⁾ | 02/17/2014 | Common Stock | | | 2 |
| Non-Qualified Stock Option (right to buy) | \$ 8.63 | 10/16/2006 | | M | 2,957 | 02/17/2005 ⁽²⁾ | 02/17/2014 | Common Stock | | | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

PETERSON SUSAN
400 VALLEY DRIVE
BRISBANE, CA 94005-1208

VP Design

Signatures

Susan Peterson 10/17/2006

 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) Transaction executed as a part of a pre-arranged stock trading plan adopted in accordance with the requirements of Rule 10b5-1 of the Securities and Exchange Act of 1934.
- (2) The Option becomes exercisable at the rate of 20% in the first year, 20% in the second year and 30% in each of the third and fourth years.

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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