

EXPRESS, INC.  
Form 4  
December 16, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Weiss Michael A

(Last) (First) (Middle)

C/O EXPRESS, INC., 1 EXPRESS DRIVE

(Street)

COLUMBUS, OH 43230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EXPRESS, INC. [EXPR]

3. Date of Earliest Transaction (Month/Day/Year)  
09/22/2015

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)
				(A) or (D) Price			
Common Stock, par value \$0.01	09/22/2015		G	236,732 D \$ 0 0		I	By the Michael A. Weiss Trust Agreement Gamma #4
Common Stock, par value \$0.01	09/22/2015		G	236,732 A \$ 0 1,198,103 (1)		D	
Common Stock, par value	09/22/2015		G	265,271 D \$ 0 334,729		I	By the Michael A. Weiss Trust

\$0.01

Agreement  
Gamma #5  
(2)

Common  
Stock, par  
value 09/22/2015 G 265,271 A \$ 0 1,463,374 <sup>(3)</sup> D  
\$0.01

Common  
Stock, par  
value 7 I  
\$0.01  
By the  
Declaration  
of Trust of  
Arlene  
Weiss

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Weiss Michael A  
C/O EXPRESS, INC., 1 EXPRESS DRIVE X  
COLUMBUS, OH 43230

## Signatures

Lacey J. Bundy,  
Attorney-in-Fact

12/16/2015

\_\_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).

Total includes 1,180,108 shares that are held by the Declaration of Trust of Michael A. Weiss (the M. Weiss Trust). The M. Weiss Trust  
(1) is a revocable trust of which Mr. Weiss is the trustee and sole beneficiary. Accordingly, these shares are reported as being held directly by Mr. Weiss.

(2) This trust is a grantor retained annuity trust for the benefit of Mr. Weiss and his descendants. Mr. Weiss is not the trustee of the trust and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Total includes 1,445,379 shares that are held by the Declaration of Trust of Michael A. Weiss (the M. Weiss Trust). The M. Weiss Trust  
(3) is a revocable trust of which Mr. Weiss is the trustee and sole beneficiary. Accordingly, these shares are reported as being held directly by Mr. Weiss.

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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