#### CLARK GEORGE D JR

Form 4 June 23, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * CLARK GEORGE D JR			2. Issuer Name and Ticker or Trading Symbol CIRCUIT CITY STORES INC [CC]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of I	y/Year)	nsaction			Director		Owner	
9950 MAYL	AND DRIVE	<u>i</u>	06/21/200	05				_X_ Officer (give below) SVP,Presi	below) dent CC Retail	er (specify Stores	
	(Street)		4. If Amend Filed(Month		e Original			6. Individual or Jo Applicable Line) _X_ Form filed by			
RICHMOND	, VA 23233							Form filed by M Person	More than One Re	porting	
(City)	(State)	(Zip)	Table	I - Non-De	erivative Se	curities	Acqu	aired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Execu	eemed tion Date, if h/Day/Year)	3. Transacti Code (Instr. 8)	or(A) or Di (D) (Instr. 3,	sposed of 4 and 5)  (A) or	of	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)	
Circuit City Stores, Inc. Common Stock (Restricted Stock)	06/21/2005			A	35,000		\$ 0	118,675	D		
Circuit City Stores, Inc. Common Stock (Restricted Stock)	06/21/2005			A	35,000	A	\$ 0	153,675	D		

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative			Expiration D	ate	Underlying Securities	
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A	or (				
	Derivative				Disposed of	(D)				
	Security				(Instr. 3, 4, and					
					5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee										
Stock									Common	
Option (Right to	\$ 16.62	06/21/2005		A	140,000		<u>(1)</u>	06/21/2015	Stock	140,00

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLARK GEORGE D JR 9950 MAYLAND DRIVE RICHMOND, VA 23233

SVP, President CC Retail Stores

### **Signatures**

Purchase)

/s/ Alice G. Givens, Attorney-in-fact 06/23/2005

\*\*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) The options will become exercisable in four equal annual installments beginning on July 1, 2006.
- (2) Employee stock option grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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