

CIRCUIT CITY STORES INC
 Form 4
 April 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
WOO CAROLYN Y

(Last) (First) (Middle)
 9950 MAYLAND DRIVE
 (Street)

RICHMOND, VA 23233

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIRCUIT CITY STORES INC [CC]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/17/2006

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)

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|-------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|-------|

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| Derivative Security | | | or Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
|-------------------------------------|------------|------|--------------------|------------|------------------|-----------------|-------|----------------------------|---------------|------------|--------------|--------|----|
| | | | (A) | (D) | | | | | | | | | |
| | | Code | V | (A) | (D) | | | | | | | | |
| Restricted Stock Units (2005 Award) | <u>(1)</u> | | | 04/17/2006 | | | A | 3.1178 | <u>(2)(5)</u> | <u>(2)</u> | Common Stock | 3.1178 | \$ |
| Restricted Stock Units (2004 Award) | <u>(1)</u> | | | 04/17/2006 | | | A | 2.0173 | <u>(2)(4)</u> | <u>(2)</u> | Common Stock | 2.0173 | \$ |
| Restricted Stock Units (2003 Award) | <u>(1)</u> | | | 04/17/2006 | | | A | 1.7729 | <u>(2)(3)</u> | <u>(2)</u> | Common Stock | 1.7729 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WOO CAROLYN Y 9950 MAYLAND DRIVE RICHMOND, VA 23233 | | X | | |

Signatures

/s/ Alice G. Givens,
Attorney-in-Fact
Date 04/19/2006

**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) 1 for 1
This director is entitled to receive additional units of company stock on the unvested Restricted Stock Units ("Units") as of the date the company pays dividends under the terms of the Restricted Stock Unit Awards made in June 2003, June 2004 and June 2005. Dividends on unvested Units will be reinvested in additional Units until the Units vest.
- (3) The Units vest in three equal installments beginning on June 17, 2004.
- (4) The Units vest in three equal installments beginning on June 15, 2005.
- (5) The Units vest in three equal installments beginning on June 21, 2006.

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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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