

Hollander Gilbert P
 Form 4
 November 05, 2009

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 *
 Hollander Gilbert P

(Last) (First) (Middle)
 901 WEST WALNUT HILL LANE
 (Street)

IRVING, TX 75038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ZALE CORP [ZLC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/03/2009

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)
 EVP, Chief Sourcing Officer

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) Price			
Common Stock				V	47,496	D	
Common Stock				V	5,253	I	401k

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

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SEC 1474 (9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 5.02	11/03/2009		A		48,000		11/03/2010	11/03/2019	Common Stock	48,000 <u>(1)</u>
Stock Options (right to buy)	\$ 26.14							09/16/2009	09/16/2018	Common Stock	56,000
Stock Options (right to buy)	\$ 21.29							11/14/2008	11/14/2017	Common Stock	55,000
Stock Options (right to buy)	\$ 27.89							09/14/2007	09/14/2016	Common Stock	10,000
Stock Options (right to buy)	\$ 27.24							08/29/2007	08/29/2016	Common Stock	15,000
Stock Options (right to buy)	\$ 24.1							05/05/2007	05/05/2016	Common Stock	25,000
Stock Options (right to buy)	\$ 27.52							09/06/2006	09/06/2015	Common Stock	10,000
Stock Options (right to buy)	\$ 26.33							01/10/2006	01/10/2015	Common Stock	10,000
	\$ 27.44							07/21/2005	07/21/2014		10,000

Stock Options (right to buy)				Common Stock	
Stock Options (right to buy)	\$ 23.23	07/22/2004	07/22/2013	Common Stock	8,524

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hollander Gilbert P 901 WEST WALNUT HILL LANE IRVING, TX 75038			EVP, Chief Sourcing Officer	

Signatures

/s/ Gil Hollander 11/05/2009
 __Signature of Date
 Reporting Person

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).
- Stock options granted on the Zale Corporation 2003 Stock Incentive Plan that vest in four equal annual installments beginning on (1) 11/3/2010; provided, that, if the Company fails to achieve certain performance goals established for Fiscal Year 2010, none of the stock options shall vest.

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.