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CHARMING SHOPPES INC

Form 424B3

October 15, 2002

Prospectus Supplement No. 1

Dated October 15, 2002

(to Prospectus dated October 2, 2002)

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-98741

Cusip No. 161133AC7

\$150,000,000

CHARMING SHOPPES, INC.

4.75% Senior Convertible Notes due 2012 and
the Common Stock issuable upon conversion of the Notes

The following table supplements the information set forth on pages 33 to 36 in the prospectus under Selling Securityholders with respect to the selling securityholders and the principal amount of notes beneficially owned by such selling securityholders that may be offered and sold pursuant to the prospectus dated October 2, 2002. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus.

| Name | Principal Amount At Maturity of Notes Beneficially Owned that May Be Sold | Percentage of Notes Outstanding | Number of Shares of Common Stock Owned Prior to the Offering | Number of Shares of Common Stock that May Be Sold (1) |
|--|---|---------------------------------------|--|---|
| AIG DKR Soundshore Opportunity Holding Fund Ltd. | \$1,360,000 | * | 137,652 | 137,652 |
| Aventis Pension Master Trust | 45,000 | * | 4,555 | 4,555 |
| B.G.I. Global Investors c/o Forest Mngt. L.L.C. | 57,000 | * | 5,769 | 5,769 |
| Canaccord Capital Corporation | 100,000 | * | 10,129 | 10,129 |
| Boilermaker-Blacksmith Pension-Trust | 250,000 | * | 25,304 | 25,304 |
| CALAMOS(R) Convertible Fund - CALAMOS(R) Investment Trust | 6,000,000 | 4.0% | 607,287 | 607,287 |
| CIBC World Markets | 1,804,000 | 1.2 | 182,591 | 182,591 |
| City of Albany Pension Plan | 55,000 | * | 5,567 | 5,567 |
| City of Knoxville Pension System | 115,000 | * | 11,640 | 11,640 |
| Delta Pilots Disability and Survivorship Trust | 80,000 | * | 8,097 | 8,097 |
| Dorinco Reinsurance Company | 550,000 | * | 55,668 | 55,668 |
| JP Morgan Securities, Inc. | 1,085,000 | * | 109,818 | 109,818 |

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| | | | | |
|--|-----------|---|---------|---------|
| Forest Fulcrum Fund L.L.P. | 189,000 | * | 19,130 | 19,130 |
| Forest Global Convertible Fund Series A-5 | 1,429,000 | * | 144,636 | 144,636 |
| H.K. Porter Company Inc. | 15,000 | * | 1,518 | 1,518 |
| Kettering Medical Center Funded Depreciation Account | 30,000 | * | 3,036 | 3,036 |
| Knoxville Utilities Board Retirement System | 120,000 | * | 12,146 | 12,146 |
| LLT Limited | 129,000 | * | 13,057 | 13,057 |
| Lyxor Master Fund c/o Forest Investment Mngt. L.L.C. | 257,000 | * | 26,012 | 26,012 |
| Macomb County Employees' Retirement System | 50,000 | * | 5,061 | 5,061 |
| RBC Alternative Assets L.P. | 58,000 | * | 5,870 | 5,870 |
| Relay 11 Holdings | 32,000 | * | 3,239 | 3,239 |
| SCI Endowment Care Common Trust - National Fiduciary Services | 130,000 | * | 13,158 | 13,158 |
| Southdown Pension Plan | 45,000 | * | 4,555 | 4,555 |
| Sphinx Convertible Arbitrage | 13,000 | * | 1,316 | 1,316 |
| The Dow Chemical Company Employees' Retirement Plan | 500,000 | * | 50,607 | 50,607 |
| Union Carbide Retirement Account | 500,000 | * | 50,607 | 50,607 |
| United Food and Commercial Workers Local 1262 and Employers Pension Fund | 25,000 | * | 2,530 | 2,530 |
| Vopak USA Inc., Retirement Plan (f.k.a. Van Walters & Rodgers, Inc. Retirement Plan) | 55,000 | * | 5,567 | 5,567 |
| Zurich Master Hedge Fund | 100,000 | * | 10,121 | 10,121 |

Because the selling securityholders listed above and in the prospectus under the caption Selling Securityholders may, pursuant to the prospectus, as supplemented, offer all or some portion of the notes, no estimate can be given as to the amount of notes that will be held by the selling securityholders upon termination of any such sales.

Furthermore, the selling securityholders identified in the table set forth in the prospectus under the caption Selling Securityholders may have sold,

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transferred or otherwise disposed of all or a portion of their notes or common stock since the date on which they provided us with information regarding their notes or common stock, and we have not made any independent inquiries as to the foregoing.

Unless otherwise noted, all information provided in this prospectus supplement is as of October 15, 2002.