#### DENNEY WILLIAM C

Form 4

January 23, 2006

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

City

(Print or Type Responses)

1. Name and Address of Reporting Person * DENNEY WILLIAM C			2. Issuer Name <b>and</b> Ticker or Trading Symbol CIRCUIT CITY STORES INC [CC]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction			(Cnec	ck all applicable	·)	
9950 MAYLAND DRIVE			(Month/Day/Year) 01/23/2006					Director 10% Owner Senior Vice President Other (specify below)			
	(Street)		4. If Ame	endment, D	ate Origina	1		6. Individual or Jo	oint/Group Filin	g(Check	
RICHMON	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	le I - Non-	Derivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly Owned				
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execution	emed on Date, if Day/Year)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8)  (A) or		of (D)	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	01/23/2006			M	16,666			112,086	D		
Circuit City Stores, Inc. Common Stock	01/23/2006			S	1,400	D	\$ 24.04	110,686	D		
Circuit	01/23/2006			S	100	D	\$	110,586	D		

24.03

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Stores, Inc. Common Stock							
Circuit City Stores, Inc. Common Stock	01/23/2006	S	600	D	\$ 24.02	109,986	D
Circuit City Stores, Inc. Common Stock	01/23/2006	S	600	D	\$ 24.01	109,386	D
Circuit City Stores, Inc. Common Stock	01/23/2006	S	2,000	D	\$ 24	107,386	D
Circuit City Stores, Inc. Common Stock	01/23/2006	S	3,600	D	\$ 23.99	103,786	D
Circuit City Stores, Inc. Common Stock	01/23/2006	S	2,583	D	\$ 23.97	101,203	D
Circuit City Stores, Inc. Common Stock	01/23/2006	S	1,600	D	\$ 23.96	99,603	D

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)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		

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Security (D) (Instr. 3, 4,

and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

16,666

Employee

 Stock
 Option
 \$ 5.61
 01/23/2006
 M
 16,666
 (1)
 04/15/2011
 Common Stock

(Right to Purchase)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DENNEY WILLIAM C 9950 MAYLAND DRIVE RICHMOND, VA 23233

Senior Vice President

# **Signatures**

/s/ Alice G. Givens, Attorney-in-fact 01/23/2006

\*\*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) The options became exercisable in three equal annual installments beginning on April 15, 2004.
- (2) N/A 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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