#### CIRCUIT CITY STORES INC

Form 4

October 18, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * FAIRBAIRN URSULA F		Symbol	er Name <b>and</b> Ticker or Trading  JIT CITY STORES INC [CC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 9950 MAYI	(First) (I		of Earliest Transaction Day/Year) 2006	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
RICHMON	(Street) D, VA 23233		nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tal	ole I - Non-Derivative Securities Ac	quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Indirect (I) (Instr. 4)  Reported (Instr. 4)  Transaction(s) (Instr. 3 and 4)			
Circuit							
City Stores, Inc.	10/16/2006		A 591 (1) A \$	<sub>-</sub> 5,978 D			

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

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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. Transactio Code (Instr. 8)	5. Number of or 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
Restricted Stock Units (2006 Award)	<u>(2)</u>	10/16/2006		A	5.1784	06/27/2007(3)	<u>(3)</u>	Common Stock	5.1784
Restricted Stock Units (2005 Award)	<u>(2)</u>	10/16/2006		A	4.4824	(3)(4)	(3)	Common Stock	4.4824
Phantom Stock	(2)	10/16/2006		A	2.2405	(3)	(3)	Common Stock	2.2405

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
FAIRBAIRN URSULA F 9950 MAYLAND DRIVE RICHMOND, VA 23233	X				

## **Signatures**

/s/ Alice G. Givens, Attorney-in-Fact

\*\*Signature of Reporting Person Da

## **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).

The director has elected to receive a stock grant in lieu of retainer, meeting fees or other cash compensation to which he or she would otherwise be entitled. The number of shares under the stock grant is equal to the amount of fees otherwise payable to the director divided by the fair market value of the Company's common stock on the payment date, rounded to the nearest whole share. The director is not permitted to sell or transfer the underlying shares of stock received until he or she ceases to be a director of the Company.

**(2)** 1 for 1

Reporting Owners 2

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- This director has elected to defer payment under the Restricted Stock Unit Deferral Program (the "Program") of the restricted stock units issued under the Circuit City Stores, Inc. 2000 Non-Employee Director Stock Incentive Plan. Vested deferred shares are held as "phantom
- (3) stock" in a phantom stock account. Dividends on vested and unvested shares will be reinvested until distributions are made. The shares underlying the phantom stock units in the director's account will be distributed to the director when he or she ceases to serve as director of the Company.
- (4) The Units vest in three equal installments beginning on June 21, 2006.

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.