

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transaction Reported

U. S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person to Issuer (Check all applicable)			
Smith	James	M.	AnnTaylor Stores Corporation (ANN)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner			
(Last)	(First)	(Middle)				<input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below)			
						Senior VP and Chief Financial Officer			
c/o AnnTaylor Stores Corporation 142 West 57 th Street			3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year		7. Individual or Joint/Group Filing (Check applicable line)			
(Street)				Fiscal Year ended 02/02/2002		<input checked="" type="checkbox"/> X Form filed by One Reporting Person			
New York New York 10019					5. If Amendment, Date of Original (Month/Year)		<input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)									

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Common Stock	03/07/2001	A	4,000	A			D	
Common Stock	01/29/2002	A	5,000	A		12,200	D	

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)	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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$25.10	03/07/2001	A	6,000		Note 1	03/07/2011	Common Stock	6,000		6,000	D	
Employee Stock Option (right to buy)	\$37.95	01/29/2002	A	25,000		Note 1	01/29/2012	Common Stock	25,000		25,000	D	

Explanation of Responses:

Note 1: Exercisable 25% per year on each of the first four anniversaries of grant date.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

s/ James M. Smith
** Signature of Reporting Person

03/14/2002
Date

Note: File three copies of this Form, one of which must be manually signed.

If space provided 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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