

# FORM 4

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

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

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response. . . . 0.5

### 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

|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br>Krill Katherine L.<br><br>(Last) (First) (Middle)   | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br>AnnTaylor Stores Corporation (ANN) | <b>6. Relationship of Reporting Person to Issuer</b><br>(Check all applicable)<br><br>___ Director ___ 10% Owner<br><br><u>X</u> Officer (give title below) ___ Other (specify below)<br>President – AnnTaylor Loft |
| C/o AnnTaylor Stores Corporation<br>142 West 57 <sup>th</sup> Street<br><br>(Street)  | <b>3. IRS or Social Security Number of Reporting Person (Voluntary)</b>                      | <b>4. Statement for Month/Year</b><br><br>March/2002  |
| New York New York 10019<br><br>(City) (State) (Zip)   |  | <b>5. If Amendment, Date of Original (Month/Year)</b>   |
| <b>7. Individual or Joint/Group Filing</b><br>(Check applicable line)<br><br>___X___ Form filed by One Reporting Person<br><br>___ 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<br>(Month/ Day/ Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed<br>of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of<br>Securities<br>Beneficially<br>Owned at End of<br>of Month<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|---|-----------------------------------|---|--|------------|----------|---|---|---|
|                                 |   | Code                              | V | Amount   | (A) or (D) | Price    |   |   |   |
| Common Stock                    | 03/08/2002                                | M                                 |   | 5,000  | A          | \$31.875 |   | D   |   |
| Common Stock                    | 03/08/2002                                | S                                 |   | 5,000  | D          | \$43.05  |   | D   |   |
| Common Stock                    | 03/08/2002                                | M                                 |   | 1,665  | A          | \$33.00  |   | D   |   |
| Common Stock                    | 03/08/2002                                | S                                 |   | 1,665  | D          | \$43.05  |   | D   |   |
| Common Stock                    | 03/08/2002                                | M                                 |   | 833  | A          | \$11.50  |   | D   |   |
| Common Stock                    | 03/08/2002                                | S                                 |   | 833  | D          | \$43.05  |   | D   |   |
| Common Stock                    | 03/08/2002                                | M                                 |   | 5,000  | A          | \$21.00  |   | D   |   |
| Common Stock                    | 03/08/2002                                | S                                 |   | 5,000  | D          | \$43.05  |   | D   |   |
| Common Stock                    | 03/08/2002                                | M                                 |   | 7,500  | A          | \$15.50  |   | D   |   |
| Common Stock                    | 03/08/2002                                | S                                 |   | 7,500  | D          | \$43.05  | 26,435  | D   |   |

(Print or Type Responses)

SEC 2270 (10-94)

**FORM 4 (continued)**

**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 (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 Month (Instr. 4) | 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--------------------------------|---|---|-------|---|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      | Code                           | V | (A)   | (D)   | Date Exercisable                                    | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (right to buy)       | \$31.875   | 03/08/2002                           | M                              |   |   | 5,000 | (1)   | 5/16/2004       | Common Stock  | 5,000                      |  | 0  | D   |  |
| Employee Stock Option (right to buy)       | \$33.00  | 03/08/2002                           | M                              |   |   | 1,665 | (2)   | 2/24/2005       | Common Stock  | 1,665                      |  | 0  | D   |  |
| Employee Stock Option (right to buy)       | \$11.50  | 03/08/2002                           | M                              |   |   | 833   | (3)   | 2/1/2006        | Common Stock  | 833                        |  | 0  | D   |  |
| Employee Stock Option (right to buy)       | \$21.00  | 03/08/2002                           | M                              |   |   | 5,000 | (4)   | 2/20/2007       | Common Stock  | 5,000                      |  | 0  | D   |  |
| Employee Stock Option (right to buy)       | \$15.50  | 03/08/2002                           | M                              |   |   | 7,500 | (5)   | 4/21/2008       | Common Stock  | 7,500                      |  | 3,750  | D   |  |
|  |  |                                      |                                |   |   |       |   |                 |   |                            |  |  |   |  |

**Explanation of Responses:**

- (1) The Option vested in four equal installments on May 16 of 1995, 1996, 1997 and 1998.  
(2) The Option vested in four equal installments on February 24 of 1996, 1997, 1998 and 1999.  
(3) The Option vested in four equal installments on February 1 of 1997, 1998, 1999 and 2000.  
(4) The Option vested in four equal installments on February 20 of 1998, 1999, 2000 and 2001.  
(5) The Option vests in four equal installments on April 21 of 1999, 2000, 2001 and 2002.

Katherine L. Krill                      04/09/2002  
**\*\* Signature of Reporting Person**                      **Date**

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

\* 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).