

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

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

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 Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock	03/07/2002	F	V	497	D	\$41	11,703	D	

(Print or Type Responses)

(Over)
SEC 2270 (10-94)

FORM 4 (continued)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

Explanation of Responses:

<u>/s/James M. Smith</u>	<u>04/09/2002</u>
** 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).

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

If space provided is insufficient, *see* Instruction 6 for procedure