JAFFE ELLIOT S Form 4

October 04, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

10/04/2012

Common

See Instruction

1. Name and Address of Reporting Person * JAFFE ELLIOT S			2. Issuer Name <b>and</b> Ticker or Trading Symbol Ascena Retail Group, Inc. [ASNA]				5. Relationship of Reporting Person(s) to Issuer			
	ENA RETAIL GR	OUP, (Mc	Date of Earliest onth/Day/Year)	Transaction		_	(Check all applicable)  _X_ Director 10% Owner Officer (give title below) Other (specify below)			
INC., 30 DUNNIGAN DRIVE (Street)  SUFFERN, NY 10901			4. If Amendment, Date Original Filed(Month/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)	Table I - Non-	-Derivative S	Securi	ities Acquir	ed, Disposed of, o	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securitie or Disposed o (Instr. 3, 4)	f (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	10/02/2012		Code V M	Amount 75,000	(D) A	Price \$ 5.92	(Instr. 3 and 4) 1,124,114	D		
Common	10/02/2012		S	75,000	D	\$ 20.7627	1,049,114	D		
Common	10/03/2012		M	300,000	A	\$ 5.92	1,349,114	D		
Common	10/03/2012		S	300,000	D	\$ 20.2068 (2)	1,049,114	D		
Common	10/04/2012		M	105,000	A	\$ 5.92	1,154,114	D		

S

105,000 D

\$ 20.867 1,049,114

D

#### Edgar Filing: JAFFE ELLIOT S - Form 4

(3)

Common  $762,938 \ \underline{^{(4)}} \quad I \qquad \qquad Footnote \\ (1)$ 

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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option To Buy	\$ 5.92 (5)	10/04/2012		M		105,000	10/12/2006 <sup>(7)</sup>	10/12/2015	Common
Option To Buy	\$ 5.92 (5)	10/03/2012		M		300,000	10/12/2006(7)	10/15/2015	Common
Option To Buy	\$ 5.92 (5)	10/02/2012		M		75,000	10/12/2006(7)	10/12/2015	Common
Option to Buy	\$ 7.03 (5)						11/28/2008(8)	11/28/2017	Common
Option to Buy	\$ 7.495 (5)						09/18/2009(7)	09/18/2018	Comon
Option to Buy	\$ 8.835 (5)						09/24/2010(8)	09/24/2019	Common
Option To Buy	\$ 11.645 (5)						09/23/2011(9)	09/23/2020	Common
Option To Buy	\$ 26.27 (6)						09/21/2012(9)	09/21/2021	Common
Restricted Stock Units	<u>(10)</u>						09/20/2013(11)	09/20/2022(11)	Common

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JAFFE ELLIOT S C/O ASCENA RETAIL GROUP, INC. 30 DUNNIGAN DRIVE SUFFERN. NY 10901



## **Signatures**

Mary Beth Riley, by power of attorney

10/04/2012

\*\*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).
- This transaction was executed in multiple trades ranging from \$20.66 to \$20.91. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- This transaction was executed in multiple trades ranging from \$20.51 to \$20.81. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- This transaction was executed in multiple trades ranging from \$20.67 to \$21.13. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- (4) Shares are held by Roslyn Jaffe, Mr. Jaffe's wife. Mr. Jaffe disclaims beneficial ownership of these shares.
- (5) Granted under the Company's 2001 Stock Incentive Plan.
- (6) Granted under the Company's 2010 Stock Incentive Plan.
- (7) Exercisable in five equal annual installments with the first installment on the date indicated.
- (8) Exercisable in three equal annual installments with the first installment on the date indicated.
- (9) Exercisable in four equal annual installment with the first installment on the date indicated.
- (10) Restricted stock units issued under the Company's 2010 Stock Incentive Plan
- (11) These units vest in four equal installments on September 20, 2013, September 20, 2014, September 20, 2015 and September 20, 2016.

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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