

JAFFE DAVID R
Form 4
October 25, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JAFFE DAVID R

(Last) (First) (Middle)

C/O ASCENA RETAIL GROUP, INC., 30 DUNNIGAN DRIVE

(Street)

SUFFERN, NY 10901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Ascena Retail Group, Inc. [ASNA]

3. Date of Earliest Transaction (Month/Day/Year)

10/23/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common				(A) or (D) Price	10,130,618 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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

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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. 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 Underlying Instrument (Instr. 3, 4, and 5)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Options to Buy	\$ 3.38 ⁽²⁾					12/09/2003 ⁽⁵⁾ 12/09/2012	Common Stock
Option To Buy	\$ 5.92 ⁽³⁾					10/12/2006 ⁽⁵⁾ 10/12/2015	Common Stock
Option to Buy	\$ 7.495 ⁽³⁾					09/18/2009 ⁽⁵⁾ 09/18/2018	Common Stock
Option To Buy	\$ 8.835 ⁽³⁾					09/24/2010 ⁽⁶⁾ 09/24/2019	Common Stock
Option To Buy	\$ 15 ⁽³⁾					12/09/2010 ⁽⁶⁾ 12/09/2019	Common Stock
Option To Buy	\$ 11.695 ⁽³⁾					09/23/2011 ⁽⁶⁾ 09/23/2020	Common Stock
Option To Buy	\$ 15 ⁽³⁾					09/23/2011 ⁽⁶⁾ 09/23/2020	Common Stock
Option To Buy	\$ 15.545 ⁽⁴⁾					03/09/2012 ⁽⁷⁾ 03/09/2021	Common Stock
Option To Buy	\$ 13.135 ⁽⁴⁾					09/21/2012 ⁽⁶⁾ 09/21/2021	Common Stock
Restricted Stock Units	⁽⁸⁾					⁽⁹⁾ ⁽⁹⁾	Common Stock
Performance Share Units	⁽¹⁰⁾					⁽¹¹⁾ ⁽¹¹⁾	Common Stock
Restricted Share Units	⁽¹²⁾					⁽¹³⁾ ⁽¹³⁾	Common Stock
Option To Buy	\$ 20.79 ⁽⁴⁾					09/20/2013 ⁽⁶⁾ 09/20/2022 ⁽⁶⁾	Common Stock
Option To Buy	\$ 20.79 ⁽⁴⁾					09/20/2013 ⁽⁶⁾ 09/20/2022 ⁽⁶⁾	Common Stock
Restricted Stock Units	⁽¹⁹⁾	10/23/2012		J	250,000 ⁽¹⁷⁾	⁽¹⁹⁾ ⁽¹⁹⁾	Common Stock
Restricted Stock Units	⁽¹⁵⁾	10/23/2012		A	250,000 ⁽¹⁴⁾ ⁽¹⁸⁾	⁽¹⁶⁾ ⁽¹⁶⁾	Common Stock

