

Angelo Beth
Form 4
January 09, 2012

FORM 4

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

OMB APPROVAL

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

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 *
Angelo Beth

(Last) (First) (Middle)

C/O BODY CENTRAL
CORP., 6225 POWERS AVENUE

(Street)

JACKSONVILLE, FL 32217

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BODY CENTRAL CORP [BODY]

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

01/05/2012

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)
EVP & Chief Merchandising Ofcr

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/05/2012		M		2,223 A \$ 0.98	143,779 ⁽¹⁾	D
Common Stock	01/05/2012		M		2,571 A \$ 3.94	146,350 ⁽¹⁾	D
Common Stock	01/05/2012		S		4,173 ⁽²⁾ D \$ 22.6496 ⁽³⁾	142,177 ⁽¹⁾	D
Common Stock	01/05/2012		S		2,634 ⁽²⁾ D \$ 23.0385 ⁽⁴⁾	139,543 ⁽¹⁾	D
	01/06/2012		M		5,206 A \$ 3.94	144,749 ⁽¹⁾	D

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Common
Stock

Common Stock	01/06/2012	S	1,418 <u>(2)</u>	D	\$ 22.8078 <u>(5)</u>	143,331 <u>(1)</u>	D
Common Stock	01/06/2012	S	3,788 <u>(2)</u>	D	\$ 23.1306 <u>(6)</u>	139,543 <u>(1)</u>	D

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

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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. 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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.98	01/05/2012		M	2,223	<u>(7)</u> 02/07/2019	Common Stock	2,223	
Employee Stock Option (right to buy)	\$ 3.94	01/05/2012		M	2,571	<u>(8)</u> 10/12/2020	Common Stock	2,571	
Employee Stock Option (right to buy)	\$ 3.94	01/06/2012		M	5,206	<u>(8)</u> 10/12/2020	Common Stock	5,206	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Angelo Beth C/O BODY CENTRAL CORP. 6225 POWERS AVENUE JACKSONVILLE, FL 32217	X		EVP & Chief Merchandising Ofcr	

Signatures

/s/ Julia B. Davis, Attorney-in-Fact for Beth Angelo 01/09/2012

**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).
- (1) Includes 8,435 restricted shares granted pursuant to the Company's Equity Incentive Plan. Shares vest 25% per year beginning on September 16, 2012.
- (2) The reported sales were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.24 to \$22.99, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.00 to \$23.18, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.56 to \$22.98, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.00 to \$23.40, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (6) Twenty-five percent of the shares underlying the option vested on February 7, 2009. The balance of the shares vest in 12 equal quarterly installments beginning May 7, 2009 and ending February 7, 2012.
- (7) Twenty-five percent of the shares underlying the option vested on October 12, 2010. The balance of the shares vest in 12 equal quarterly installments beginning January 12, 2011 and ending October 12, 2013.

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.