

Destination Maternity Corp
 Form 4
 December 06, 2013

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 *
KRELL EDWARD M

(Last) (First) (Middle)

C/O DESTINATION MATERNITY CORPORATION, 456 NORTH FIFTH STREET

(Street)

PHILADELPHIA, PA 19123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Destination Maternity Corp [DEST]

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

12/04/2013

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)

Chief Executive Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/04/2013 | | A | 7,377 | A \$ 0 | 168,981 (1) (2) | 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)

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 9,600 shares of unvested restricted stock from the March 3, 2011 grant of 16,000 shares, which shares vest in equal annual installments over a five (5) year period beginning on March 3, 2012; 9,150 shares from the March 6, 2012 grant of 18,299 shares, which shares vest in four (4) annual installments beginning on November 18, 2012 as follows: 4,574 shares vested on November 18, 2012, and 4,575 shares vest on each of November 18, 2013, November 18, 2014, and November 18, 2015; and 7,071 shares from the November 16, 2012 grant of 9,427 shares, which shares vest in four (4) annual installments beginning on November 16, 2013 as follows: 2,356 shares vested on November 16, 2013, and 2,357 shares vest on each of November 16, 2014, November 16, 2015, and November 16, 2016.

(2) Also includes 7,377 shares of restricted stock issued to the Reporting Person by the Issuer on December 4, 2013, which shares vest in four (4) annual installments beginning on December 4, 2014 as follows: 1,844 shares vest on each of December 4, 2014, December 4, 2015, and December 4, 2016, and 1,845 shares vest on December 4, 2017. Also, 1,182 of these shares were purchased by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan.

(3) On January 29, 2010, options to purchase 60,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on January 29, 2011. All 24,000 of the remaining outstanding January 29, 2010 options are unvested.

(4) On March 3, 2011, options to purchase 40,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on March 3, 2012. 16,000 of the March 3, 2011 options are vested and 24,000 are unvested.

(5) On March 6, 2012, options to purchase 28,604 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on November 18, 2012. 14,302 of the March 6, 2012 options are vested and 14,302 are unvested.

(6) On November 16, 2012, options to purchase 23,230 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on November 16, 2013 as follows: 5,807 shares vest on each of November 16, 2013 and November 16, 2015, and 5,808 shares vest on each of November 16, 2014 and November 16, 2016. 5,807 of the November 16, 2012 options are vested and 17,423 are unvested.

(7) On December 4, 2013, options to purchase 17,523 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on December 4, 2014 as follows: 4,380 shares vest on December 4, 2014, and 4,381 shares vest on each of December 4, 2015, December 4, 2016, and December 4, 2017. All December 4, 2013 options are unvested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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