

JAFFE DAVID R
Form 4
December 07, 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

2. Issuer Name and Ticker or Trading Symbol
Ascena Retail Group, Inc. [ASNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ASCENA RETAIL GROUP, INC., 30 DUNNIGAN DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2012

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

(Street)
SUFFERN, NY 10901

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common	12/07/2012		M	V A	Amount 600,000 Price \$ 3.38	10,730,618 (1)	D

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.

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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 and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Options to Buy	\$ 3.38 ⁽²⁾	12/07/2012		M	600,000	12/09/2003 ⁽⁵⁾	12/09/2012	Common
Option To Buy	\$ 5.92 ⁽³⁾					10/12/2006 ⁽⁵⁾	10/12/2015	Common
Option to Buy	\$ 7.495 ⁽³⁾					09/18/2009 ⁽⁵⁾	09/18/2018	Common
Option To Buy	\$ 8.835 ⁽³⁾					09/24/2010 ⁽⁶⁾	09/24/2019	Common
Option To Buy	\$ 15 ⁽³⁾					12/09/2010 ⁽⁶⁾	12/09/2019	Common
Option To Buy	\$ 11.695 ⁽³⁾					09/23/2011 ⁽⁶⁾	09/23/2020	Common
Option To Buy	\$ 15 ⁽³⁾					09/23/2011 ⁽⁶⁾	09/23/2020	Common
Option To Buy	\$ 15.545 ⁽⁴⁾					03/09/2012 ⁽⁷⁾	03/09/2021	Common
Option To Buy	\$ 13.135 ⁽⁴⁾					09/21/2012 ⁽⁶⁾	09/21/2021	Common
Restricted Stock Units	⁽⁸⁾					⁽⁹⁾	⁽⁹⁾	Common
Performance Share Units	⁽¹⁰⁾					⁽¹¹⁾	⁽¹¹⁾	Common
Restricted Share Units	⁽¹²⁾					⁽¹³⁾	⁽¹³⁾	Common
Option To Buy	\$ 20.79 ⁽⁴⁾					09/20/2013 ⁽⁶⁾	09/20/2022 ⁽⁶⁾	Common
Option To Buy	\$ 20.79 ⁽⁴⁾					09/20/2013 ⁽⁶⁾	09/20/2022 ⁽⁶⁾	Common
Restricted Stock Units	⁽¹⁴⁾ ⁽¹⁵⁾ ⁽¹⁷⁾					⁽¹⁶⁾	⁽¹⁶⁾	Common

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

