

USDAN JOHN

Form 4

September 21, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
USDAN JOHN

(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)  
09/20/2012

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common                                |                                         |                                                             | Code V                                  | Amount (D) Price                                                           | 4,000                                                                                                              | 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  
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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)**

| 1. Title of<br>Derivative | 2.<br>Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4.<br>Transaction | 5. Number<br>of Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|------------------|-----------------------------------------|----------------------------------|-------------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|------------------|-----------------------------------------|----------------------------------|-------------------|----------------------------|--------------------------------------------|-------------------------------------------------|

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| Security<br>(Instr. 3)       | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)          |                    |        |                                     |
|------------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------------|------------------|-----|---------------------------|--------------------|--------|-------------------------------------|
|                              |                                                   |                         | Code               | V                                                                                 | (A)              | (D) | Date Exercisable          | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |
| Option to<br>Buy             | \$ 3.54 <sup>(1)</sup><br><u>(2)</u>              |                         |                    |                                                                                   |                  |     | 11/19/2004 <sup>(5)</sup> | 11/19/2013         | Common | 13,600                              |
| Option to<br>Buy             | \$ 11.65<br><u>(2)</u>                            |                         |                    |                                                                                   |                  |     | 11/29/2007 <sup>(5)</sup> | 11/29/2016         | Common | 20,000                              |
| Option to<br>Buy             | \$ 7.495<br><u>(2)</u>                            |                         |                    |                                                                                   |                  |     | 09/18/2009 <sup>(5)</sup> | 09/18/2018         | Common | 20,000                              |
| Option To<br>Buy             | \$ 8.835<br><u>(2)</u>                            |                         |                    |                                                                                   |                  |     | 09/24/2010 <sup>(5)</sup> | 09/24/2019         | Common | 10,000                              |
| Open To<br>Buy               | \$ 11.695<br><u>(2)</u>                           |                         |                    |                                                                                   |                  |     | 09/23/2010 <sup>(5)</sup> | 09/23/2020         | Common | 20,000                              |
| Option to<br>Buy             | \$ 12.315<br><u>(3)</u> <u>(4)</u>                |                         |                    |                                                                                   |                  |     | 09/22/2012 <sup>(5)</sup> | 09/22/2021         | Common | 20,000                              |
| Restricted<br>Stock<br>Units | <u>(6)</u>                                        | 09/20/2012              | A                  |                                                                                   | 5,000            |     | <u>(7)</u>                | <u>(7)</u>         | Common | 5,000                               |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |         |       |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                       | Director      | 10% Owner | Officer | Other |
| USDAN JOHN<br>C/O ASCENA RETAIL GROUP, INC.<br>30 DUNNIGAN DRIVE<br>SUFFERN, NY 10901 | X             |           |         |       |

## Signatures

Mary Beth Riley, by power of attorney  
09/21/2012

                    \*\*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) Granted under the Company's 1995 Stock Option Plan.

(2) Granted under the Company's 2001 Stock Incentive Plan.

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- (3) Granted under the Company's 2010 Stock Incentive Plan
- (4) The stock option grant of 10,000 on 9/22/11 was inadvertently reported twice on the Form 4 filed on 9/23/11.
- (5) Exercisable in three equal annual installments with the first installment on the date indicated
- (6) Restricted stock units issued under the Company's 2010 Stock Incentive Plan
- (7) These units vest in three equal installments on September 20, 2013, September 20, 2014 and September 20, 2015

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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