

RAYDEN MICHAEL W

Form 4

October 19, 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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RAYDEN MICHAEL W**

(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)  
**10/18/2012**

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)

CEO, Tween Brands, Inc.

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)
Common	10/18/2012		S	(A) or (D) Amount (1) \$ 44,962 20.6408	64,347	D	
Common	10/18/2012		S	(A) or (D) Amount (2) \$ 21.189 4,761	4,761	D	
Common					13,284	I (3)	See Footnote 1.

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)

**displays a currently valid OMB control number.**

**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Buy	\$ 10.395 <u>(4)</u>					12/09/2010 <u>(5)</u>	12/09/2019	Common	80,000
Option To Buy	\$ 11.695 <u>(4)</u>					09/23/2011 <u>(5)</u>	09/23/2020	Common	80,000
Option To Buy	\$ 13.135 <u>(4)</u>					09/21/2012 <u>(5)</u>	09/21/2021	Common	120,000
Restricted Stock Units	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common	77,970
Option To Buy <u>(4)</u>	\$ 20.79					09/20/2013	09/20/2022	Common	80,000
Restricted Stock Units	<u>(8)</u> <u>(9)</u>					<u>(10)</u>	<u>(10)</u>	Common	47,576

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RAYDEN MICHAEL W C/O ASCENA RETAIL GROUP, INC. 30 DUNNIGAN DRIVE SUFFERN, NY 10901	X CEO, Tween Brands, Inc.

## Signatures

/s/ Gene Wexler,  
Attorney-in-Fact 10/19/2012

\*\*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) Shares sold to pay taxes due upon vesting of restricted stock

This transaction was executed in multiple trades ranging from \$21.16 to \$21.25. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.

(3) Shares by Diane Nye, Mr. Rayden's wife. Mr. Rayden disclaims ownership of these shares.

(4) Granted under the Company's 2010 Stock Incentive Plan.

(5) Exercisable in four equal installments with the first installment on the date indicated.

(6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock.

(7) The number of RSU's to be received will be based upon the percentage achievement by Ascena of certain financial performance targets for Ascena's fiscal years 2012, 2013 and 2014.

(8) These shares of performance based stock were awarded under the Company's 2015 Long Term Incentive Plan (the "2015 LTIP").

(9) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock.

(10) The number of RSU's to be received will be based upon the percentage of achievement by Ascena of certain financial performance targets for Ascena's fiscal year 2013, 2014 and 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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