

Ascena Retail Group, Inc.
Form 4
October 25, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEXLER GENE

(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)

10/23/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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				(A) or (D)	12,626 ⁽¹⁾	D	

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

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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)**

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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 Amount Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option to Buy	\$ 11.65 (2)							11/29/2007(4)	11/29/2016	Common	8
Option to Buy	\$ 7.495 (2)							09/18/2009(4)	09/18/2018	Common	10
Option To Buy	\$ 8.835 (2)							09/24/2010(5)	09/24/2019	Common	40
Option To Buy	\$ 11.695 (2)							09/23/2011	09/23/2020	Common	40
Option To Buy	\$ 13.135 (3)							09/21/2012(5)	09/21/2021	Common	30
Restricted Stock Units	(6)							(7)	(7)	Common	7
Restricted Stock Units	(8)							(9)	(9)	Common	12
Option To Buy	\$ 20.79 (3)							09/20/2013(5)	09/20/2022	Common	17
Restricted Stock Units	(14)	10/23/2012		J		4,375 (13)		(14)	(14)	Common	4
Restricted Stock Units	(10) (11)	10/23/2012		A		4,375 (15)		(12)	(12)	Common	4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WEXLER GENE C/O ASCENA RETAIL GROUP, INC. 30 DUNNIGAN DRIVE SUFFERN, NY 10901	SVP, General Counsel

Signatures

Mary Beth Riley, by power of
attorney

10/25/2012

__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 8,180 restricted shares awarded under the Company's Fiscal 2011 Long Term Incentive Plan the "2011 LTIP". These shares vest 1/3 on each of the following dates: 7/30/12, 7/30/13, and 7/30/14.
- (2) Granted under the Company's 2001 Stock Incentive Plan.
- (3) Granted under the Company's 2010 Stock Incentive Plan
- (4) Exercisable in five equal annual installments with the first installment on the date indicated.
- (5) Exercisable in four equal annual 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 under the 2014 LTIP.
- (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) Restricted stock units issued under the Company 2010 Stock Incentive Plan.
- (9) These units vest in 2 equal installments on June 19, 2013 and June 19, 2014.
- (10) These shares of performance based stock were awarded under the Company's 2015 Long Term Incentive Plan (the "2015 LTIP").
- (11) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock.
- (12) 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 years 2013, 2014 and 2015.
- (13) Represents the rescission on 10/23/2012 of the shares awarded under the Company's 2015 Long Term Incentive Plan granted on 9/20/2012.
- (14) Not applicable.
- (15) Granted subject to stockholder approval of the amendment of the 2010 Stock Incentive Plan, as amended, at the Company's Annual Meeting of Stockholders on 12/11/2012.

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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