

Scharfman Scott
Form 4
May 13, 2011

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 *
Mill Road Capital, L.P.

(Last) (First) (Middle)

382 GREENWICH AVE, SUITE ONE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Destination Maternity Corp [DEST]

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

05/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/11/2011 | | S | | 120,003 | D | \$ 23.4529 |
| | | | | | | | 1,259,756 |
| | | | | | | | D <u>(1)</u> |
| | | | | | | | <u>(2)</u> |

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)

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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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mill Road Capital, L.P. 382 GREENWICH AVE SUITE ONE GREENWICH, CT 06830 | | X | | |
| Mill Road Capital GP LLC 382 GREENWICH AVE SUITE ONE GREENWICH, CT 06830 | | X | | |
| LYNCH THOMAS E 382 GREENWICH AVE SUITE ONE GREENWICH, CT 06830 | | X | | |
| Scharfman Scott 382 GREENWICH AVE SUITE ONE GREENWICH, CT 06830 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Scott P. Scharfman, Management Committee Director of sole general partner on behalf of Mill Road Capital, L.P. | 05/13/2011 |
| __Signature of Reporting Person | Date |
| /s/ Scott P. Scharfman, Management Committee Director on behalf of Mill Road Capital GP LLC | 05/13/2011 |
| __Signature of Reporting Person | Date |
| /s/ Scott P. Scharfman on behalf of Thomas E. Lynch, by power-of-attorney | 05/13/2011 |
| __Signature of Reporting Person | Date |
| /s/ Scott P. Scharfman | 05/13/2011 |

__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) These shares are held directly by Mill Road Capital, L.P. (the "Fund") and indirectly by Mill Road Capital GP LLC (the "GP"), which is the sole general partner of the Fund, and indirectly by Thomas E. Lynch and Scott P. Scharfman, who are Management Committee Directors of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares, except to the extent of his or its pecuniary interest therein, if any.

(2) This price represents the weighted average purchase price of multiple transactions on the reported date at prices that ranged between \$23.45 and \$23.519. Full 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.

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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