### Edgar Filing: CORREIA ARMAND - Form 4

CORREIA ARMAN Form 4	D						
September 21, 2012							
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					PPROVAL 3235-0287		
Section 16. Form 4 or Form 5	STATEMENT OI Filed pursuant to S ction 17(a) of the I 30(h)	F CHANGES IN SECUI	BENEFIC RITIES he Securitie lding Com	CIAL OW es Exchang pany Act o	ge Act of 1934, f 1935 or Sectio	Expires: Estimated a burden hou response	rs per
(Print or Type Responses)	)						
1. Name and Address of CORREIA ARMAN	2. Issuer Name <b>and</b> Ticker or Trading Symbol Ascena Retail Group, Inc. [ASNA]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First	t) (Middle)		•	[ASNA]	(Chec	ck all applicable	e)
C/O ASCENA RET INC., 30 DUNNIGA	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2012			Director 10% Owner X_ Officer (give title Other (specify below) below) Executive Vice President & CFO			
(Stree	et)	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SUFFERN, NY 109	01				Form filed by M Person	Aore than One Re	eporting
(City) (State	e) (Zip)	Table I - Non-	Derivative S	ecurities Ac	quired, Disposed of	f, or Beneficial	lly Owned
	any		4. Securit tionAcquired Disposed ) (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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		Code	V Amount	(D) Price	226	D	

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. Transacti Code (Instr. 8)			A Date (Month/Day/Year) (A) ed of		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Option to Buy	\$ 7.495 (1)						09/18/2009 <u>(3)</u>	09/18/2018	Common	1.
Option To Buy	\$ 8.835 (1)						09/24/2010(4)	09/24/2019	Common	40
Option To Buy	\$ 11.695 (1)						09/23/2011 <u>(4)</u>	09/23/2020	Common	50
Option To Buy	\$ 13.135 (2)						09/21/2012 <u>(4)</u>	09/21/2021	Common	50
Restricted Stock Units	(5) (7)	09/20/2012		А	10,000		(6)	<u>(6)</u>	Common	10
Option To Buy	\$ 20.79 (2)	09/20/2012		А	25,000		09/20/2013 <u>(4)</u>	09/20/2022(4)	Common	25

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
CORREIA ARMAND C/O ASCENA RETAIL GROUP, INC. 30 DUNNIGAN DRIVE SUFFERN, NY 10901			Executive Vice President & CFO			
Signatures						
Mary Beth Biley, by power of						

Mary Belli Kiley, by power of	09/21/2012
attorney	07/21/2012

\*\*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 2001 Stock Incentive Plan
- (2) Granted under the Company's 2010 Stock Incentive Plan.
- (3) Exercisable in five equal annual installments with the first installment exercisable on the date indicated.

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- (4) Exercisable in four equal annual installments with the first installment exercisable on the date indicated.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock under the 2014 LTIP.
- (6) 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 2013, 2014 and 2015.
- (7) These shares of performance based stock were awarded under the Company's 2015 Long Term Incentive Plan (the "2015 LTIP").

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.