**EPPLER KLAUS** 

Form 4

September 27, 2012

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287

Washington, D.C. 20549 Number:

January 31, Expires: 2005

**OMB APPROVAL** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES** burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EPPLER KLAUS			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		2011	Ascena Retail Group, Inc. [ASNA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	_X_ Director 10% Owner		
C/O ASCENA RETAIL GROUP,			09/27/2012	Officer (give title Other (specify		
INC., 30 DUNNIGAN DRIVE		DRIVE		below) below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				_X_ Form filed by One Reporting Person		
SUFFERN, NY 10901				Form filed by More than One Reporting		
				Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

						1	, - <u>-</u>		•
1.Title of	2. Transaction Date		3. T			equired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Dispos	ea or (	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and :	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
							Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)	· ·	
			Code V	Amount	(D)	Price	( ,		
Common	09/27/2012		M	40,000	A	\$ 8.545	56,298	D	
						\$			
Common	09/27/2012		S	40,000	D	21.2148	16,298	D	
Common	0,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		~	.0,000	_	(1)	10,270		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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. Transact Code (Instr. 8)	SB) A	Deriv Secur Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	V (	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Option to Buy	\$ 8.545 (2)	09/27/2012		M			40,000	12/01/2006(4)	12/01/2015	Common	40,0
Option To Buy	\$ 7.496 (2)							09/18/2009(4)	09/18/2018	Common	30,0
Option To Buy	\$ 8.835 (2)							09/24/2010(4)	09/24/2019	Common	10,0
Option To Buy	\$ 11.695 (2)							09/23/2011(4)	09/23/2020	Common	20,0
Option To Buy	\$ 12.315 (3)							09/22/2012(4)	09/22/2021	Common	20,0
Restricted Stock	<u>(5)</u>							<u>(6)</u>	<u>(6)</u>	Common	5,00

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
and the state of t	Director	10% Owner	Officer	Other		
EPPLER KLAUS C/O ASCENA RETAIL GROUP, INC. 30 DUNNIGAN DRIVE SUFFERN, NY 10901	X					

### **Signatures**

Units

Mary Beth Riley, by power of attorney 09/27/2012

\*\*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)** 

Reporting Owners 2

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This transaction was executed in multiple trades ranging from \$21.21 to \$21.22. 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.

- (2) Granted under the Company's 2001 Incentive Stock Plan.
- (3) Granted under the Company's 2010 Incentive Stock Plan.
- (4) Exercisable in three equal installments with the first installment on the date indicated.
- (5) Restricted stock units issued under the Company's 2010 Stock Incentive Plan
- (6) 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. 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.