

CORREIA ARMAND  
Form 4  
October 11, 2012

**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 \*  
**CORREIA ARMAND**

(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)

**10/10/2012**

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)  
**Executive Vice President & CFO**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (D) Price  |  |                                   |
| Common                          | 10/10/2012                           |  | A                              |   | 48,554<br><u>(1)</u> <u>(2)</u>   | A  | \$ 0 48,780 D                     |

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

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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 | 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) |
|--|--|--------------------------------------|--|---------------------|---|--|---|
| Option to Buy                              | \$ 7.495<br><u>(3)</u>                                 |                                      |  |                     |   | 09/18/2009 <sup>(5)</sup> 09/18/2018                     | Common 74,441   |
| Option To Buy                              | \$ 8.835<br><u>(3)</u>                                 |                                      |  |                     |   | 09/24/2010 <sup>(6)</sup> 09/24/2019                     | Common 40,000   |
| Option To Buy                              | \$ 11.695<br><u>(3)</u>                                |                                      |  |                     |   | 09/23/2011 <sup>(6)</sup> 09/23/2020                     | Common 50,000   |
| Option To Buy                              | \$ 13.135<br><u>(4)</u>                                |                                      |  |                     |   | 09/21/2012 <sup>(6)</sup> 09/21/2021                     | Common 50,000   |
| Restricted Stock Units                     | <u>(7)</u> <u>(9)</u>                                  |                                      |  |                     |   | <u>(8)</u> <u>(8)</u>                                    | Common 10,000   |
| Option To Buy                              | \$ 20.79<br><u>(4)</u>                                 |                                      |  |                     |   | 09/20/2013 <sup>(6)</sup> 09/20/2022 <sup>(6)</sup>      | Common 25,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| CORREIA ARMAND<br>C/O ASCENA RETAIL GROUP, INC.<br>30 DUNNIGAN DRIVE<br>SUFFERN, NY 10901 |               |           | Executive Vice President & CFO |       |

## Signatures

Mary Beth Riley, by power of attorney  
10/11/2012

\*\*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) These shares of performance based shares were awarded under the Company's 2012 Long Term Incentive Plan (the "2012 LTIP")

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- (2) These shares vest immediately under the Company's Rule 75 (age plus service).
- (3) Granted under the Company's 2001 Stock Incentive Plan
- (4) Granted under the Company's 2010 Stock Incentive Plan.
- (5) Exercisable in five equal annual installments with the first installment exercisable on the date indicated.
- (6) Exercisable in four equal annual installments with the first installment exercisable on the date indicated.
- (7) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock under the 2014 LTIP.
- (8) 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.
- (9) 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.