

Masciantonio Ronald James
 Form 4
 November 30, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Masciantonio Ronald James

(Last) (First) (Middle)

C/O DESTINATION MATERNITY CORPORATION, 456 NORTH FIFTH STREET

(Street)

PHILADELPHIA, PA 19123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Destination Maternity Corp [DEST]

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

11/28/2012

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)
 EVP, CAO & General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/28/2012 | | S | 1,000 | D \$ 21.99 | 19,801 ⁽¹⁾ | D |
| Common Stock | 11/28/2012 | | M | 473 | A \$ 3.515 | 20,274 ⁽¹⁾ | 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)

| 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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 3.515 | 11/28/2012 | | D | 327 | <u>(2)</u> | 11/19/2018 | Common Stock | 327 |
| Stock Options (Right to Buy) | \$ 3.515 | 11/28/2012 | | M | 473 | <u>(2)</u> | 11/19/2018 | Common Stock | 473 |
| Stock Options (Right to Buy) | \$ 17.06 | | | | | <u>(4)</u> | 08/07/2016 | Common Stock | 2,000 |
| Stock Options (Right to Buy) | \$ 11.89 | | | | | <u>(5)</u> | 01/29/2020 | Common Stock | 18,000 |
| Stock Options (Right to Buy) | \$ 22.13 | | | | | <u>(6)</u> | 03/03/2021 | Common Stock | 15,000 |
| Stock Options (Right to Buy) | \$ 14.51 | | | | | <u>(7)</u> | 11/18/2021 | Common Stock | 9,764 |
| Stock Options (Right to Buy) | \$ 19.89 | | | | | <u>(8)</u> | 11/16/2022 | Common Stock | 10,325 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| Masciantonio Ronald James C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123 | | | | EVP, CAO & General Counsel |

Signatures

Ronald J.
Masciantonio 11/30/2012

**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 400 shares of unvested restricted stock from the November 19, 2008 grant of 2,000 shares, and 6,400 shares of unvested restricted stock from the March 3, 2011 grant of 8,000 shares, which grants each vest in equal annual installments over a five (5) year period, and 3,201 shares of unvested restricted stock from the November 18, 2011 grant of 4,267 shares, which grant vests in annual installments over a four (4) year period beginning on November 18, 2012 as follows: 1,066 shares vested on November 18, 2012, and 1,067 shares vest on each of November 18, 2013, November 18, 2014, and November 18, 2015. Also includes 4,190 shares of restricted stock issued to the Reporting Person by the Issuer on November 16, 2012, which shares vest in annual installments over a four (4) year period beginning on November 16, 2013 as follows: 1,047 shares vest on each of November 16, 2013 and November 16, 2015, and 1,048 shares vest on each of November 16, 2014 and November 16, 2016.

(2) On November 19, 2008, options to purchase 4,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on November 19, 2009. All of the 800 remaining outstanding November 19, 2008 options are unvested.

(3) The inherent value of the shares underlying these options being surrendered to the Issuer is being applied to pay the exercise price and applicable tax withholdings for the option exercise reported in the next line in this Table II.

(4) The options were fully vested and exercisable on August 7, 2011.

(5) On January 29, 2010, options to purchase 30,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on January 29, 2011. All of the remaining outstanding January 29, 2010 options are unvested.

(6) On March 3, 2011, options to purchase 15,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on March 3, 2012. 3,000 of the March 3, 2011 options are vested and 12,000 are unvested.

(7) On November 18, 2011, options to purchase 9,764 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on November 18, 2012. 2,441 of the November 18, 2011 options are vested and 7,323 are unvested.

(8) On November 16, 2012, options to purchase 10,325 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on November 16, 2013 as follows: 2,581 options vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 2,582 options vest on November 16, 2016. All November 16, 2012 options are unvested.

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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