

JAFFE DAVID R  
Form 4  
October 11, 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 \*  
JAFFE DAVID R

(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)

President & CEO

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		
					(A) or (D) Price		
Common	10/10/2012		A		156,890 (1)	A	\$ 0 10,130,618 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. 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
									Number of Shares
Options to Buy	\$ 3.38 <sup>(2)</sup>					12/09/2003 <sup>(5)</sup>	12/09/2012	Common	600,
Option To Buy	\$ 5.92 <sup>(3)</sup>					10/12/2006 <sup>(5)</sup>	10/12/2015	Common	600,
Option to Buy	\$ 7.495 <sup>(3)</sup>					09/18/2009 <sup>(5)</sup>	09/18/2018	Common	500,
Option To Buy	\$ 8.835 <sup>(3)</sup>					09/24/2010 <sup>(6)</sup>	09/24/2019	Common	160,
Option To Buy	\$ 15 <sup>(3)</sup>					12/09/2010 <sup>(6)</sup>	12/09/2019	Common	300,
Option To Buy	\$ 11.695 <sup>(3)</sup>					09/23/2011 <sup>(6)</sup>	09/23/2020	Common	160,
Option To Buy	\$ 15 <sup>(3)</sup>					09/23/2011 <sup>(6)</sup>	09/23/2020	Common	150,
Option To Buy	\$ 15.545 <sup>(4)</sup>					03/09/2012 <sup>(7)</sup>	03/09/2021	Common	88,
Option To Buy	\$ 13.135 <sup>(4)</sup>					09/21/2012 <sup>(6)</sup>	09/21/2021	Common	160,
Restricted Stock Units	<sup>(8)</sup>					<sup>(9)</sup>	<sup>(9)</sup>	Common	160,
Performance Share Units	<sup>(10)</sup>					<sup>(11)</sup>	<sup>(11)</sup>	Common	46,
Restricted Share Units	<sup>(12)</sup>					<sup>(13)</sup>	<sup>(13)</sup>	Common	35,
Option To Buy	\$ 20.79 <sup>(4)</sup>					09/20/2013 <sup>(6)</sup>	09/20/2022 <sup>(6)</sup>	Common	80,
Option To Buy	\$ 20.79 <sup>(4)</sup>					09/20/2013 <sup>(6)</sup>	09/20/2022 <sup>(6)</sup>	Common	170,
Restricted Stock Units	<sup>(14)</sup> <sup>(15)</sup>					<sup>(16)</sup>	<sup>(16)</sup>	Common	250,

