

JAFFE ELISE
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 ELISE

(Last) (First) (Middle)

C/O ASENSA 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
X Officer (give title below) ___ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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		20,319 (1) \$ 0	D	9,771,983

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option To Buy	\$ 3.38 ⁽⁴⁾					12/09/2003 ⁽²⁾	12/09/2012	Common	160,000
Options to Buy	\$ 5.92 ⁽⁵⁾					10/12/2006 ⁽²⁾	10/12/2015	Common	160,000
Option To Buy	\$ 7.495 ⁽⁵⁾					09/18/2009 ⁽²⁾	09/18/2018	Common	80,000
Option To Buy	\$ 8.835 ⁽⁵⁾					09/24/2010 ⁽³⁾	09/24/2019	Common	30,000
Option To Buy	\$ 11.695 ⁽⁵⁾					09/23/2011 ⁽³⁾	09/23/2020	Common	30,000
Option To Buy	\$ 13.135 ⁽⁶⁾					09/21/2012 ⁽³⁾	09/21/2021	Common	30,000
Restricted Stock Units	⁽⁷⁾					⁽⁸⁾	⁽⁸⁾	Common	7,500
Restricted Stock Shares	⁽⁹⁾					⁽¹⁰⁾	⁽¹⁰⁾	Common	7,644
Restricted Share Units	⁽¹¹⁾					⁽¹²⁾	⁽¹²⁾	Common	500
Restricted Stock Units	⁽¹³⁾ ⁽¹⁵⁾					⁽¹⁴⁾	⁽¹⁴⁾	Common	3,750
Option To Buy	\$ 20.79 ⁽⁶⁾					09/20/2013 ⁽³⁾	09/20/2022 ⁽³⁾	Common	15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

