

Walters Richard L. Jr.  
Form 4/A  
February 22, 2011

# 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 \*  
Walters Richard L. Jr.

(Last) (First) (Middle)

C/O BODY CENTRAL  
CORP., 6225 POWERS AVE.

(Street)

JACKSONVILLE, FL 32217

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BODY CENTRAL CORP [BODY]

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

02/10/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

02/14/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Executive VP & 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	(A) or (D)	Price
Common Stock	02/10/2011		M		20,009	A	\$ 0.98
Common Stock	02/10/2011		F		1,189	<u>D</u> (1)	\$ 16.5
Common Stock	02/11/2011		M		6,665	A	\$ 0.98
Common Stock	02/11/2011		F		396	<u>D</u> (1)	\$ 16.5
Common Stock	02/11/2011		M		16,489	A	\$ 3.94

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Common Stock      02/11/2011      F      3,938      D      \$ (1)      37,640 (2)      D

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

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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.98	02/10/2011		M	20,009	<u>(3)</u> 02/07/2018	Common Stock	35,566	
Stock Option (Right to Buy)	\$ 0.98	02/11/2011		M	6,665	<u>(3)</u> 02/07/2018	Common Stock	15,557	
Stock Option (Right to Buy)	\$ 3.94	02/11/2011		M	16,489	01/02/2011 08/15/2017	Common Stock	134,135	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walters Richard L. Jr. C/O BODY CENTRAL CORP. 6225 POWERS AVE. JACKSONVILLE, FL 32217			Executive VP & CFO	

## Signatures

/s/ Richard L.  
Walters, Jr.

02/22/2011

\_\_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) Shares withheld pursuant to cashless exercise.
- (2) Shares sold on February 16, 2011 as reported on Form 4 on same date.
- (3) Shares subject to vesting ending on February 7, 2012.

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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