USDAN JOHN Form 4/A September 26, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

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may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **USDAN JOHN**

2. Issuer Name and Ticker or Trading Symbol

Ascena Retail Group, Inc. [ASNA]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X Director 10% Owner

C/O ASCENA RETAIL GROUP, INC., 30 DUNNIGAN DRIVE

(Street)

4. If Amendment, Date Original

below)

Filed(Month/Day/Year)

(Month/Day/Year)

09/22/2011

09/23/2011

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Officer (give title

Form filed by More than One Reporting

SUFFERN, NY 10901

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially (D) or Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Other (specify

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

2.000

Common

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

4. 5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option to Buy	\$ 7.08 (1)					11/19/2004(5)	11/19/2013	Common	6,800
Option to Buy	\$ 23.3 (2)					11/29/2007(5)	11/29/2016	Common	10,000
Option to Buy	\$ 14.99 (2)					09/18/2009(5)	09/18/2018	Common	10,000
Option To Buy	\$ 17.67 (2)					09/24/2010(5)	09/24/2019	Common	5,000
Open To Buy	\$ 23.39 (2)					09/23/2010(5)	09/23/2020	Common	10,000
Option to Buy	\$ 24.63 (3) (4)	09/22/2011		A	10,000	09/22/2012(5)	09/22/2021	Common	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
USDAN JOHN C/O ASCENA RETAIL GROUP, INC. 30 DUNNIGAN DRIVE SUFFERN, NY 10901	X					

Signatures

Mary Beth Riley, by power of attorney 09/26/2011

**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) Granted under the Company's 1995 Stock Option Plan.
- (2) Granted under the Company's 2001 Stock Incentive Plan.
- (3) Granted under the Company's 2010 Stock Incentove Plan
- (4) The stock option grant of 10,000 on 9/22/11 was inadvertently reported twice on the Form 4 filed on 9/23/11.
- (5) Exercisable in three equal annual installments with the first installment on the date indicated

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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.