Sullivan John J. Form 4 September 21, 201

# September 21, 2012

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

OMB APPROVAL

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Number: 3235-0287

Washington, D.C. 20549

Number: January 31,

2005

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

Form 5 obligations 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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Sullivan John J. Issuer Symbol Ascena Retail Group, Inc. [ASNA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify C/O ASCENA RETAIL GROUP, 09/20/2012 below) below) INC., 30 DUNNIGAN DRIVE **EVP** - Chief Operating Officer (Street) 6. Individual or Joint/Group Filing(Check

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

Applicable Line)
\_X\_ Form filed by One Reporting Person
\_\_\_ 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 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 0 D

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

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SEC 1474

(9-02)

Person

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

#### Edgar Filing: Sullivan John J. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code	5. Number of tiorDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year	•	7. Title and A Underlying S (Instr. 3 and 4	Secui
			Code V	V (A) (I	D) Date Exercisable	Expiration Date	Title	An or Nu of S
Option to Buy (1)	\$ 14.185				12/06/2012(2)	12/06/2021(2)	Common	50
Restricted Share Units	<u>(3)</u>				<u>(4)</u>	<u>(4)</u>	Common	20
Restricted Share Units	<u>(6)</u>				(5)	<u>(5)</u>	Common	10
Restricted Stock Units	<u>(6)</u>				<u>(7)</u>	<u>(7)</u>	Common	10
Option To Buy (1)	\$ 20.79	09/20/2012	A	30,000	09/20/2013(2)	09/20/2022(2)	Common	30
Restricted Stock Units	(8) (9)	09/20/2012	A	12,000	(10)	(10)	Common	12
Restricted Share Units	<u>(6)</u>	09/20/2012	A	30,000	<u>(11)</u>	<u>(11)</u>	Common	30

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Sullivan John J. C/O ASCENA RETAIL GROUP, INC. 30 DUNNIGAN DRIVE SUFFERN, NY 10901			EVP - Chief Operating Officer			

## **Signatures**

Mary Beth Riley, Power of	09/21/2012		
Attorney			
**Signature of Reporting Person	Date		

Reporting Owners 2

#### **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 2010 Stock Incentive Plan.
- (2) Exercisable in four equal installments with the first installment on the date indicated.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock.
- (4) The number of RSU's to be received will be based upon the percentage achievement by Ascena of certain financial performance targets for Ascena's fiscal years 2012, 2013 and 2014.
- (5) These shares will vest 50%, with the first vesting on December 6, 2012.
- (6) Restricted share units issued under the Company's 2010 Stock Incentive Plan.
- (7) These units vested in two equal installments on June 19, 2013 and June 19, 2014.
- (8) These shares of performance based stock were awarded under the Company's 2015 Long Term Incentive Plan (the "2015 LTIP").
- (9) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock.
- (10) The number of RSU's to be received will be based upon the percentage of achievement by Ascena of certain financial performance targets for Ascena's fiscal year 2013, 2014 and 2015.
- (11) These shares will vest 10% over three years, these shares will vest 15% in the fourth year, these shares will vest 20% the fifth year, and 35% the sixth year. The first vesting will be September 20, 2013.

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.