

Ascena Retail Group, Inc.
Form 4
December 13, 2012

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 *
WEXLER GENE

(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)
12/13/2012

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)
SVP, General Counsel

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common | 12/13/2012 | | M | V A | 20,000 \$ 7.495 | 25,626 ⁽¹⁾ | D |
| Common | 12/13/2012 | | S | D | 20,000 \$ 18.2931 | 5,626 ⁽¹⁾ | D |

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

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(9-02)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to Buy | \$ 11.65 (3) | | | | | 11/29/2007 ⁽⁵⁾ 11/29/2016 | Common | 8,000 |
| Option to Buy | \$ 7.495 (3) | 12/13/2012 | | M | 20,000 | 09/18/2009 ⁽⁵⁾ 09/18/2018 | Common | 20,000 |
| Option To Buy | \$ 8.835 (3) | | | | | 09/24/2010 ⁽⁶⁾ 09/24/2019 | Common | 40,000 |
| Option To Buy | \$ 11.695 (3) | | | | | 09/23/2011 09/23/2020 | Common | 40,000 |
| Option To Buy | \$ 13.135 (4) | | | | | 09/21/2012 ⁽⁶⁾ 09/21/2021 | Common | 30,000 |
| Restricted Stock Units | (7) | | | | | (8) (8) | Common | 7,500 |
| Restricted Stock Units | (9) | | | | | (10) (10) | Common | 12,500 |
| Option To Buy | \$ 20.79 (4) | | | | | 09/20/2013 ⁽⁶⁾ 09/20/2022 | Common | 17,500 |
| Restricted Stock Units | (11) (12) (14) | | | | | (13) (13) | Common | 4,375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEXLER GENE C/O ASCENA RETAIL GROUP, INC. 30 DUNNIGAN DRIVE SUFFERN, NY 10901 | | | SVP, General Counsel | |

Signatures

Mary Beth Riley, by power of
attorney

12/13/2012

__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) Includes 5,497 restricted shares awarded under the Company's Fiscal 2011 Long Term Incentive Plan the "2011 LTIP". These shares vest on the following dates: 7/30/13, and 7/30/14.

This transaction was executed in multiple trades ranging from \$18.25 to \$18.32. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- (2) This transaction was executed in multiple trades ranging from \$18.25 to \$18.32. The price reported above reflects the weighted average sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- (3) Granted under the Company's 2001 Stock Incentive Plan.
- (4) Granted under the Company's 2010 Stock Incentive Plan
- (5) Exercisable in five equal annual installments with the first installment on the date indicated.
- (6) Exercisable in four equal annual installments with the first installment on the date indicated.
- (7) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock under the 2014 LTIP.
- (8) 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.
- (9) Restricted stock units issued under the Company 2010 Stock Incentive Plan.
- (10) These units vest in 2 equal installments on June 19, 2013 and June 19, 2014.
- (11) These shares of performance based stock were awarded under the Company's 2015 Long Term Incentive Plan (the "2015 LTIP").
- (12) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock.
- (13) 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 years 2013, 2014 and 2015.
- (14) Granted subject to stockholder approval of the amendment of the 2010 Stock Incentive Plan, as amended, at the Company's Annual Meeting of Stockholders on 12/11/2012.

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.