

Ascena Retail Group, Inc.
 Form 4
 March 11, 2015

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 *
 Pershing John E

(Last) (First) (Middle)

ASCENA RETAIL GROUP,
 INC., 933 MACARTHUR
 BOULEVARD

(Street)

MAHWAH, NJ 07430

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Ascena Retail Group, Inc. [ASNA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/09/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Human Resources

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 Indirect Ownership (Instr. 4)
Common	03/09/2015		M	V A	1,250 \$ 0	D	
Common	03/11/2015		S	392 ⁽¹⁾ D	\$ 13.6532	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Buy	\$ 20.79					09/20/2013	09/20/2022	Common	25,000
Option To Buy	\$ 19.91					09/25/2014	09/25/2020	Common	25,000
Opiotn To Buy	\$ 14.12					09/23/2015	09/23/2021	Common	25,000
Option To Buy	\$ 13.135					09/21/2012	09/21/2021	Common	20,000
Option To Buy	\$ 15.545					03/09/2012	03/09/2021	Common	12,500
Restricted Stock Units ⁽²⁾	\$ 0	03/09/2015		M	1,250 ⁽⁴⁾	⁽³⁾	⁽³⁾	Common	1,250
Restricted Stock Units ⁽²⁾	\$ 0					⁽⁵⁾	⁽⁵⁾	Common	56,000
Restricted Stock Units ⁽²⁾	\$ 0					⁽⁶⁾	⁽⁶⁾	Common	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pershing John E ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 07430			EVP, Human Resources	

Signatures

Mary Beth Riley, Powe of
Attorney

03/11/2015

__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 sold to pay taxes due upon vesting of restricted stock.
- (2) Restricted stock units issued under the Company's 2010 Stock Incentive Plan.
- (3) On March 9, 2011, the reporting person was granted 5,000 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock.
On January 27, 2012, the reporting person was granted 80,000 restricted stock units, vesting as follows: 8,000 shares on the first, second and third anniversary of the grant date, 12,000 shares on the fourth anniversary of the grant date, 16,000 shares on the fifth anniversary of the grant date, and 28,000 shares on the sixth anniversary date of the grant.
- (6) On March 4, 2015, the reporting person was granted 6,000 restricted stock units, vesting in two equal installments on October 15, 2015 and October 15, 2016..

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.