

USDAN JOHN  
Form 4  
September 27, 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 \*  
USDAN JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/25/2012

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 (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	09/25/2012		M	13,600 A \$ 3.54	17,600	D	
Common	09/25/2012		M	20,000 A \$ 11.65	37,600	D	
Common	09/25/2012		S	33,600 D 21.423	4,000	D	

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

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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	\$ 3.54 <sup>(2)</sup>	09/25/2012		M	13,600	11/19/2004 <sup>(5)</sup> 11/19/2013	Common	13,600
Option to Buy	\$ 11.65 <sup>(3)</sup>	09/25/2012		M	20,000	11/29/2007 <sup>(5)</sup> 11/29/2016	Common	20,000
Option to Buy	\$ 7.495 <sup>(3)</sup>					09/18/2009 <sup>(5)</sup> 09/18/2018	Common	20,000
Option To Buy	\$ 8.835 <sup>(3)</sup>					09/24/2010 <sup>(5)</sup> 09/24/2019	Common	10,000
Open To Buy	\$ 11.695 <sup>(3)</sup>					09/23/2010 <sup>(5)</sup> 09/23/2020	Common	20,000
Option to Buy	\$ 12.315 <sup>(4)</sup>					09/22/2012 <sup>(5)</sup> 09/22/2021	Common	20,000
Restricted Stock Units	<sup>(6)</sup>					<sup>(7)</sup> <sup>(7)</sup>	Common	5,000

## 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  
Date: 09/27/2012

<sup>(1)</sup>Signature of Reporting Person

## 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).

This transaction was executed in multiple trades ranging from \$21.30 to \$21.49. The price reported above reflects the weighted average

(1) 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) Granted under the Company's 1995 Stock Option Plan.

(3) Granted under the Company's 2001 Stock Incentive Plan.

(4) Granted under the Company's 2010 Stock Incentive Plan

(5) Exercisable in three equal annual installments with the first installment on the date indicated

(6) Restricted stock units issued under the Company's 2010 Stock Incentive Plan

(7) These units vest in three equal installments on September 20, 2013, September 20, 2014 and September 20, 2015

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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