

Edgar Filing: JAFFE DAVID R - Form 4

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 Number Shares
Options to Buy	\$ 3.38 ⁽³⁾					12/09/2003 ⁽⁶⁾	12/09/2012	Common	600,000
Option To Buy	\$ 5.92 ⁽⁴⁾					10/12/2006 ⁽⁶⁾	10/12/2015	Common	600,000
Option to Buy	\$ 7.495 ⁽⁴⁾					09/18/2009 ⁽⁶⁾	09/18/2018	Common	500,000
Option To Buy	\$ 8.835 ⁽⁴⁾					09/24/2010 ⁽⁷⁾	09/24/2019	Common	160,000
Option To Buy	\$ 15 ⁽⁴⁾					12/09/2010 ⁽⁷⁾	12/09/2019	Common	300,000
Option To Buy	\$ 11.695 ⁽⁴⁾					09/23/2011 ⁽⁷⁾	09/23/2020	Common	160,000
Option To Buy	\$ 15 ⁽⁴⁾					09/23/2011 ⁽⁷⁾	09/23/2020	Common	150,000
Option To Buy	\$ 15.545 ⁽⁵⁾					03/09/2012 ⁽⁸⁾	03/09/2021	Common	88,640
Option To Buy	\$ 13.135 ⁽⁵⁾					09/21/2012 ⁽⁷⁾	09/21/2021	Common	160,000
Restricted Stock Units	⁽⁹⁾					⁽¹⁰⁾	⁽¹⁰⁾	Common	160,000
Performance Share Units	⁽¹¹⁾					⁽¹²⁾	⁽¹²⁾	Common	46,150
Restricted Share Units	⁽¹³⁾					⁽¹⁴⁾	⁽¹⁴⁾	Common	35,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JAFFE DAVID R
C/O ASCENA RETAIL GROUP, INC.
30 DUNNIGAN DRIVE
SUFFERN, NY 10901

X

President & CEO

Signatures

Mary Beth Riley, by power of
attorney

07/06/2012

__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) This transaction was executed in multiple trades ranging from \$18.70 to \$18.77. 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 \$18.85 to \$18.87. 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 1995 Stock Option Plan
 - (4) Granted under the Company's 2001 Stock Incentive Plan
 - (5) Granted under the Company's 2010 Stock Incentive Plan.
 - (6) Exercisable in five equal annual installments with the first installment on the date indicated.
 - (7) Exercisable in four equal annual installments with the first installment on the date indicated.
 - (8) Vests 100% one year from date of grant.
 - (9) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock under the 2014 LTIP.
 - (10) 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.
 - (11) These shares of performance based shares were awarded under the Company's 2011 Long Term Incentive Plan (the "2011 LTIP").
 - (12) These shares vest 1/3 on each of the following dates: July 30, 2012, July 30, 2013, and July 30, 2014.
 - (13) Restricted share units issued under the Company's 2010 Stock Incentive Plan.
 - (14) These units vested in two equal installments on June 19, 2013 and June 19, 2014.

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.