

USDAN JOHN  
Form 4  
September 21, 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

(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)

09/20/2012

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)

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 Ownership (Instr. 4)
Common				(A) or (D) Code V Amount (D) Price	4,000	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)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 3.54 <sup>(1)</sup>						11/19/2004 <sup>(5)</sup>	11/19/2013	Common	13,600
Option to Buy	\$ 11.65 <sup>(2)</sup>						11/29/2007 <sup>(5)</sup>	11/29/2016	Common	20,000
Option to Buy	\$ 7.495 <sup>(2)</sup>						09/18/2009 <sup>(5)</sup>	09/18/2018	Common	20,000
Option To Buy	\$ 8.835 <sup>(2)</sup>						09/24/2010 <sup>(5)</sup>	09/24/2019	Common	10,000
Open To Buy	\$ 11.695 <sup>(2)</sup>						09/23/2010 <sup>(5)</sup>	09/23/2020	Common	20,000
Option to Buy	\$ 12.315 <sup>(3) (4)</sup>						09/22/2012 <sup>(5)</sup>	09/22/2021	Common	20,000
Restricted Stock Units	<sup>(6)</sup>	09/20/2012	A		5,000		<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  
09/21/2012

<sup>(1)</sup>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) Granted under the Company's 1995 Stock Option Plan.
- (2) Granted under the Company's 2001 Stock Incentive Plan.

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- (3) Granted under the Company's 2010 Stock Incentive Plan
- (4) The stock option grant of 10,000 on 9/22/11 was inadvertently reported twice on the Form 4 filed on 9/23/11.
- (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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