

AEROPOSTALE INC
Form 4
April 05, 2007

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 *
Wesolowski Eric

(Last) (First) (Middle)
112 WEST 34TH STREET
(Street)

NEW YORK, NY 10120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AEROPOSTALE INC [ARO]

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2007

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)
Sr. VP - Real Estate

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	04/04/2007		S		8,727	D	\$ 41.5167
					7,600	(1)	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)

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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)	8. Amount or Number of Shares
Stock Options	\$ 8.94	04/04/2007		M	4,688	<u>(2)</u> 03/24/2011	Common Stock	4,688
Stock Options	\$ 23.32	04/04/2007		M	937	<u>(3)</u> 03/12/2012	Common Stock	937
Stock Options	\$ 33.49	04/04/2007		M	900	<u>(4)</u> 03/09/2013	Common Stock	900
Stock options	\$ 28.88	04/04/2007		M	1,750	<u>(5)</u> 04/04/2014	Common Stock	1,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wesolowski Eric 112 WEST 34TH STREET NEW YORK, NY 10120			Sr. VP - Real Estate	

Signatures

/s/ Eric
Wesolowski 04/05/2007

**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) Included in these shares are 800 restricted shares of common stock that vest on March 9, 2008, 3000 restricted shares of common stock that vest on April 4, 2009 and 3,500 restricted shares of common stock that vest on March 28, 2010.
- (2) These options are fully exercised.
- (3) These options vest at 25% per year over four years from a grant date of March 12, 2004.
- (4) These options vest at 25% per year over four years, from a grant date of March 9, 2005.
- (5) These options vest at 25% per year over four years, from a grant date of April 4, 2006.
- (6)

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In addition, as of the date of this filing, Mr. Wesolowski holds options to purchase 8,000 shares of common stock at an exercise price of \$40.10.

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.