

KRELL EDWARD M
Form 4
November 20, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRELL EDWARD M

(Last) (First) (Middle)

**C/O DESTINATION MATERNITY
CORPORATION, 456 NORTH
FIFTH STREET**

(Street)

PHILADELPHIA, PA 19123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Destination Maternity Corp [DEST]

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

11/16/2012

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)

Chief Executive Officer

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 Stock	11/16/2012		A	9,427	A \$ 0	188,944 (1) (2)	D
Common Stock	11/19/2012		M	28,090	A \$ 6.87	217,034 (1) (2)	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 6.87	11/19/2012		D			51,910	<u>(3)</u>	09/29/2018	Common Stock	51,910
Stock Options (Right to Buy)	\$ 6.87	11/19/2012		M			28,090	<u>(3)</u>	09/29/2018	Common Stock	28,090
Stock Options (Right to Buy)	\$ 11.89							<u>(5)</u>	01/29/2020	Common Stock	36,000
Stock Options (Right to Buy)	\$ 22.13							<u>(6)</u>	03/03/2021	Common Stock	40,000
Stock Options (Right to Buy)	\$ 18.2							<u>(7)</u>	03/06/2022	Common Stock	28,600
Stock Options (Right to Buy)	\$ 19.89	11/16/2012		A		23,230		<u>(8)</u>	11/16/2022	Common Stock	23,230

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KRELL EDWARD M C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123	X Chief Executive Officer

Signatures

Edward M.
Krell

11/20/2012

 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).

- Includes 12,800 shares of unvested restricted stock from the March 3, 2011 grant of 16,000 shares, which shares vest in equal annual installments over a five (5) year period beginning on March 3, 2012, and 13,725 shares from the March 6, 2012 grant of 18,299 shares, which shares vest in four (4) annual installments beginning on November 18, 2012 as follows: 4,574 shares vested on November 18, 2012, and 4,575 shares vest on each of November 18, 2013, November 18, 2014, and November 18, 2015. Also includes 9,427 shares of restricted stock issued to the Reporting Person by the Issuer on November 16, 2012, which shares vest in four (4) annual installments beginning on November 16, 2013 as follows: 2,356 shares vest on November 16, 2013, and 2,357 shares vest on each of November 16, 2014, November 16, 2015, and November 16, 2016.
- (1) 1,182 of these shares were purchased by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan.
- On September 29, 2008, options to purchase 400,000 shares were granted to the Reporting Person by the Issuer. The options vest and are
- (3) exercisable in five (5) equal annual installments beginning on September 29, 2009. All of the 80,000 remaining outstanding September 29, 2008 options are unvested.
- (4) The inherent value of the shares underlying these options being surrendered to the Issuer is being applied to pay the exercise price and applicable tax withholdings for the option exercise reported in the next line in this Table II.
- On January 29, 2010, options to purchase 60,000 shares were granted to the Reporting Person by the Issuer. The options vest and are
- (5) exercisable in five (5) equal annual installments beginning on January 29, 2011. All of the 36,000 remaining outstanding January 29, 2010 options are unvested.
- On March 3, 2011, options to purchase 40,000 shares were granted to the Reporting Person by the Issuer. The options vest and are
- (6) exercisable in five (5) equal annual installments beginning on March 3, 2012. 8,000 of the March 3, 2011 options are vested and 32,000 are unvested.
- On March 6, 2012, options to purchase 28,604 shares were granted to the Reporting Person by the Issuer. The options vest and are
- (7) exercisable in four (4) equal annual installments beginning on November 18, 2012. 7,151 of the March 6, 2012 options are vested and 21,453 are unvested.
- On November 16, 2012, options to purchase 23,230 shares were granted to the Reporting Person by the Issuer. The options vest and are
- (8) exercisable in four (4) annual installments beginning on November 16, 2013 as follows: 5,807 shares vest on each of November 16, 2013 and November 16, 2015, and 5,808 shares vest on each of November 16, 2014 and November 16, 2016. All 23,230 of the November 16, 2012 options are unvested.

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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