

TIRNAUER JUDD P

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 *
TIRNAUER JUDD P

(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
____X____ Officer (give title _____ Other (specify
below) below)

EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/16/2012		A		4,609 A \$ 0	42,637 ⁽¹⁾	D
Common Stock	11/19/2012		M		464 A \$ 3.52	43,101 ⁽¹⁾	D
Common Stock	11/19/2012		M		593 A \$ 14.51	43,694 ⁽¹⁾	D
Common Stock	11/19/2012		S		1,000 D \$ 20.52	42,694 ⁽¹⁾	D
Common Stock	11/19/2012		S		2,322 D \$ 20.71	40,372 ⁽¹⁾	D

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

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(9-02)

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)	\$ 3.515	11/19/2012		D			336	<u>(2)</u>	11/19/2018	Common Stock	336
Stock Options (Right to Buy)	\$ 3.515	11/19/2012		M			464	<u>(2)</u>	11/19/2018	Common Stock	464
Stock Options (Right to Buy)	\$ 11.89							<u>(4)</u>	01/29/2020	Common Stock	24,000
Stock Options (Right to Buy)	\$ 22.13							<u>(5)</u>	03/31/2021	Common Stock	20,000
Stock Options (Right to Buy)	\$ 14.51	11/19/2012		D			2,505	<u>(6)</u>	11/18/2021	Common Stock	2,505
Stock Options (Right to Buy)	\$ 14.51	11/19/2012		M			593	<u>(6)</u>	11/18/2021	Common Stock	593
Stock Options (Right to Buy)	\$ 19.89	11/16/2012		A		11,357		<u>(7)</u>	11/16/2022	Common Stock	11,357

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIRNAUER JUDD P C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123				EVP & CFO

Signatures

Judd P. Tirnauer 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 14,463 shares of unvested restricted stock, including 2,000 shares from the July 23, 2008 grant of 10,000 shares, 400 shares from the November 19, 2008 grant of 2,000 shares, and 8,000 shares from the March 3, 2011 grant of 10,000 shares, which grants each vest in equal annual installments over a five (5) year period, and 4,063 shares from the November 18, 2011 grant of 5,417 shares, which shares vest in annual installments over a four (4) year period beginning on November 18, 2012 as follows: 1,354 shares vest on each of November 18, 2012, November 18, 2013, and November 18, 2014, and 1,355 shares vest on November 18, 2015. Also includes 4,609 shares of restricted stock issued to the Reporting Person by the Issuer on November 16, 2012, which shares vest in annual installments over a four (4) year period as follows: 1,152 shares vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 1,153 shares vest on November 16, 2016.

(1) On November 19, 2008, options to purchase 4,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on November 19, 2009. 800 of the remaining outstanding November 19, 2008 options are unvested.

(2) 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.

(3) On January 29, 2010, options to purchase 40,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on January 29, 2011. All of the remaining outstanding January 29, 2010 options are unvested.

(4) On March 3, 2011, options to purchase 20,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on March 3, 2012. 4,000 of the March 3, 2011 options are vested and 16,000 are unvested.

(5) On November 18, 2011, options to purchase 12,395 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on November 18, 2012 as follows: 3,098 shares vested on November 18, 2012, and 3,099 shares vest on each of November 18, 2013, November 18, 2014, and November 18, 2015. 3,098 of the November 18, 2011 options are vested and 9,297 are unvested.

(6) On November 16, 2012, options to purchase 11,357 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on November 16, 2013 as follows: 2,839 options vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 2,840 options vest on November 16, 2016. All 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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