

Ascena Retail Group, Inc.  
Form 4  
September 23, 2011

**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 \*  
**WEXLER GENE**

(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)

**09/21/2011**

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)

**SVP, General Counsel**

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) Price  | 12,513 <sup>(1)</sup>   | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Option to Buy                              | \$ 11.84 <sup>(2)</sup>                                |                                      |  |                                |   | 10/12/2006 <sup>(4)</sup> 10/12/2015                     | Common 16,000   |
| Option to Buy                              | \$ 23.3 <sup>(2)</sup>                                 |                                      |  |                                |   | 11/29/2007 <sup>(4)</sup> 11/29/2016                     | Common 4,000  |
| Option to Buy                              | \$ 14.99 <sup>(2)</sup>                                |                                      |  |                                |   | 09/18/2009 <sup>(4)</sup> 09/18/2018                     | Common 50,000   |
| Option To Buy                              | \$ 17.67 <sup>(2)</sup>                                |                                      |  |                                |   | 09/24/2010 <sup>(5)</sup> 09/24/2019                     | Common 20,000   |
| Option To Buy                              | \$ 23.39 <sup>(2)</sup>                                |                                      |  |                                |   | 09/23/2011 09/23/2020                                    | Common 20,000   |
| Option To Buy                              | \$ 26.27 <sup>(3)</sup>                                | 09/21/2011                           |  | A                              | 15,000  | 09/21/2012 <sup>(5)</sup> 09/21/2021                     | Common 15,000   |
| Restricted Stock Units                     | <sup>(6)</sup>   | 09/21/2011                           |  | A                              | 3,750   | <sup>(7)</sup> <sup>(7)</sup>                            | Common 3,750  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| WEXLER GENE<br>C/O ASCENA RETAIL GROUP, INC.<br>30 DUNNIGAN DRIVE<br>SUFFERN, NY 10901 |               |           | SVP, General Counsel |       |

## Signatures

Mary Beth Riley, by power of attorney  
Date: 09/23/2011

<sup>(1)</sup> \*\*Signature of Reporting Person

## 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) Includes 5,000 restricted shares awarded under the Company's 2001 Stock Incentive Plan.

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- (2) Granted under the Company's 2001 Stock Incentive Plan.
- (3) Granted under the Company's 2010 Stock Incentive Plan
- (4) Exercisable in five equal annual installments with the first installment on the date indicated.
- (5) Exercisable in four equal annual installments with the first installment on the date indicated.
- (6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock.
- (7) 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.

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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