

Walters Richard L. Jr.  
Form 4  
July 08, 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 \*  
Walters Richard L. Jr.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BODY CENTRAL CORP [BODY]

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

C/O BODY CENTRAL CORP., 6225 POWERS AVE.

07/06/2011

Executive VP & CFO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

JACKSONVILLE, FL 32217

(City) (State) (Zip)

**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	07/06/2011		M		2,917	A	\$ 3.94
Common Stock	07/06/2011		S		2,007 <u>(1)</u>	D	\$ 23.8463 <u>(2)</u>
Common Stock	07/06/2011		S		910 <u>(1)</u>	D	\$ 24.0118 <u>(3)</u>
Common Stock	07/07/2011		M		4,505	A	\$ 3.94
	07/07/2011		S			D	0

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Common	4,505	\$
Stock	<u>(1)</u>	24.1873
		<u>(4)</u>

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.94	07/06/2011		M	2,917	01/02/2011 08/15/2017	Common Stock	2,917
Stock Option (Right to Buy)	\$ 3.94	07/07/2011		M	4,505	01/02/2011 08/15/2017	Common Stock	4,505

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walters Richard L. Jr. C/O BODY CENTRAL CORP. 6225 POWERS AVE. JACKSONVILLE, FL 32217			Executive VP & CFO	

## Signatures

/s/ Julia B. Davis, Attorney-in-Fact for Richard L. Walters, Jr. 07/08/2011

\_\_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) The reported sales were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.50 to \$23.99, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.00 to \$24.09, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.00 to \$24.45, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

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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