Masciantonio Ronald James

Form 4 May 01, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Masciantonio Ronald James			2. Issuer Name and Ticker or Trading Symbol Destination Maternity Corp [DEST]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) C/O DESTINATION MA		(Middle) ATERNITY	3. Date of Earliest Transaction (Month/Day/Year) 04/29/2012	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specif		
CORPORATION, 456 NORTH FIFTH STREET				below) below) EVP & General Counsel		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
PHILADELPHIA, PA 19123				Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	I - Non-D	erivative :	Secur	ities Acqu	uired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/29/2012		M	463	A	\$ 3.515	14,930 (1)	D	
Common Stock	04/29/2012		M	1,681	A	\$ 11.89	16,611 <u>(1)</u>	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)	Code	5. Number on f 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. I De See (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 17.06					(2)	08/07/2016	Common Stock	2,000	
Stock Options (Right to Buy)	\$ 3.515	04/29/2012		D	337	(3)	11/19/2018	Common Stock	337	
Stock Options (Right to Buy)	\$ 3.515	04/29/2012		M	463	(3)	11/19/2018	Common Stock	463	
Stock Options (Right to Buy)	\$ 11.89	04/29/2012		D	4,319	<u>(5)</u>	01/29/2020	Common Stock	4,319	
Stock Options (Right to Buy)	\$ 11.89	04/29/2012		M	1,681	<u>(5)</u>	01/29/2020	Common Stock	1,681	
Stock Options (Right to Buy)	\$ 22.13					<u>(6)</u>	03/03/2021	Common Stock	15,000	
Stock Options (Right to Buy)	\$ 14.51					<u>(7)</u>	11/18/2021	Common Stock	9,764	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Masciantonio Ronald James C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123

EVP & General Counsel

Signatures

Ronald J.

Masciantonio 05/01/2012

**Signature of Reporting Date

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).

by the Issuer on November 18, 2011, which shares vest in equal annual installments over a four (4) year period.

- Includes 7,600 shares of unvested restricted stock, including 400 shares from the November 21, 2007 grant of 2,000 shares, 800 shares from the November 19, 2008 grant of 2,000 shares, and 6,400 shares from the March 3, 2011 grant of 8,000 shares, which grants each vest in equal annual installments over a five (5) year period. Also includes 4,267 shares of restricted stock issued to the Reporting Person
- (2) The options were fully vested and exercisable on August 7, 2011.
- 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. All of the remaining outstanding November 19, 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 30,000 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.
- On March 3, 2011, options to purchase 15,000 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. 3,000 of the March 3, 2011 options are vested and 12,000 are unvested.
- (7) On November 18, 2011, options to purchase 9,764 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on November 18, 2012. All November 18, 2011 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. 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.

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