

Ascena Retail Group, Inc.
Form 4
October 12, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
10/12/2011

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)
			Code	V Amount (D) Price			
Common	10/12/2011		A	4,090 (1) (2)	A \$ 0 16,603 (3)	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Ascena Retail Group, Inc. - Form 4

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	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
Option to Buy	\$ 23.3 ⁽⁴⁾					11/29/2007 ⁽⁶⁾ 11/29/2016	Common	4,000
Option to Buy	\$ 14.99 ⁽⁴⁾					09/18/2009 ⁽⁶⁾ 09/18/2018	Common	50,000
Option To Buy	\$ 17.67 ⁽⁴⁾					09/24/2010 ⁽⁷⁾ 09/24/2019	Common	20,000
Option To Buy	\$ 23.39 ⁽⁴⁾					09/23/2011 09/23/2020	Common	20,000
Option To Buy	\$ 26.27 ⁽⁵⁾					09/21/2012 ⁽⁷⁾ 09/21/2021	Common	15,000
Restricted Stock Units	⁽⁸⁾					⁽⁹⁾ ⁽⁹⁾	Common	3,750

Reporting Owners

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

Signatures

Mary Beth Riley, by power of attorney
10/12/2011

⁽¹⁾ ⁽²⁾ ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ ⁽⁸⁾ ⁽⁹⁾ ⁽¹⁰⁾ ⁽¹¹⁾ ⁽¹²⁾ ⁽¹³⁾ ⁽¹⁴⁾ ⁽¹⁵⁾ ⁽¹⁶⁾ ⁽¹⁷⁾ ⁽¹⁸⁾ ⁽¹⁹⁾ ⁽²⁰⁾ ⁽²¹⁾ ⁽²²⁾ ⁽²³⁾ ⁽²⁴⁾ ⁽²⁵⁾ ⁽²⁶⁾ ⁽²⁷⁾ ⁽²⁸⁾ ⁽²⁹⁾ ⁽³⁰⁾ ⁽³¹⁾ ⁽³²⁾ ⁽³³⁾ ⁽³⁴⁾ ⁽³⁵⁾ ⁽³⁶⁾ ⁽³⁷⁾ ⁽³⁸⁾ ⁽³⁹⁾ ⁽⁴⁰⁾ ⁽⁴¹⁾ ⁽⁴²⁾ ⁽⁴³⁾ ⁽⁴⁴⁾ ⁽⁴⁵⁾ ⁽⁴⁶⁾ ⁽⁴⁷⁾ ⁽⁴⁸⁾ ⁽⁴⁹⁾ ⁽⁵⁰⁾ ⁽⁵¹⁾ ⁽⁵²⁾ ⁽⁵³⁾ ⁽⁵⁴⁾ ⁽⁵⁵⁾ ⁽⁵⁶⁾ ⁽⁵⁷⁾ ⁽⁵⁸⁾ ⁽⁵⁹⁾ ⁽⁶⁰⁾ ⁽⁶¹⁾ ⁽⁶²⁾ ⁽⁶³⁾ ⁽⁶⁴⁾ ⁽⁶⁵⁾ ⁽⁶⁶⁾ ⁽⁶⁷⁾ ⁽⁶⁸⁾ ⁽⁶⁹⁾ ⁽⁷⁰⁾ ⁽⁷¹⁾ ⁽⁷²⁾ ⁽⁷³⁾ ⁽⁷⁴⁾ ⁽⁷⁵⁾ ⁽⁷⁶⁾ ⁽⁷⁷⁾ ⁽⁷⁸⁾ ⁽⁷⁹⁾ ⁽⁸⁰⁾ ⁽⁸¹⁾ ⁽⁸²⁾ ⁽⁸³⁾ ⁽⁸⁴⁾ ⁽⁸⁵⁾ ⁽⁸⁶⁾ ⁽⁸⁷⁾ ⁽⁸⁸⁾ ⁽⁸⁹⁾ ⁽⁹⁰⁾ ⁽⁹¹⁾ ⁽⁹²⁾ ⁽⁹³⁾ ⁽⁹⁴⁾ ⁽⁹⁵⁾ ⁽⁹⁶⁾ ⁽⁹⁷⁾ ⁽⁹⁸⁾ ⁽⁹⁹⁾ ⁽¹⁰⁰⁾ ⁽¹⁰¹⁾ ⁽¹⁰²⁾ ⁽¹⁰³⁾ ⁽¹⁰⁴⁾ ⁽¹⁰⁵⁾ ⁽¹⁰⁶⁾ ⁽¹⁰⁷⁾ ⁽¹⁰⁸⁾ ⁽¹⁰⁹⁾ ⁽¹¹⁰⁾ ⁽¹¹¹⁾ ⁽¹¹²⁾ ⁽¹¹³⁾ ⁽¹¹⁴⁾ ⁽¹¹⁵⁾ ⁽¹¹⁶⁾ ⁽¹¹⁷⁾ ⁽¹¹⁸⁾ ⁽¹¹⁹⁾ ⁽¹²⁰⁾ ⁽¹²¹⁾ ⁽¹²²⁾ ⁽¹²³⁾ ⁽¹²⁴⁾ ⁽¹²⁵⁾ ⁽¹²⁶⁾ ⁽¹²⁷⁾ ⁽¹²⁸⁾ ⁽¹²⁹⁾ ⁽¹³⁰⁾ ⁽¹³¹⁾ ⁽¹³²⁾ ⁽¹³³⁾ ⁽¹³⁴⁾ ⁽¹³⁵⁾ ⁽¹³⁶⁾ ⁽¹³⁷⁾ ⁽¹³⁸⁾ ⁽¹³⁹⁾ ⁽¹⁴⁰⁾ ⁽¹⁴¹⁾ ⁽¹⁴²⁾ ⁽¹⁴³⁾ ⁽¹⁴⁴⁾ ⁽¹⁴⁵⁾ ⁽¹⁴⁶⁾ ⁽¹⁴⁷⁾ ⁽¹⁴⁸⁾ ⁽¹⁴⁹⁾ ⁽¹⁵⁰⁾ ⁽¹⁵¹⁾ ⁽¹⁵²⁾ ⁽¹⁵³⁾ ⁽¹⁵⁴⁾ ⁽¹⁵⁵⁾ ⁽¹⁵⁶⁾ ⁽¹⁵⁷⁾ ⁽¹⁵⁸⁾ ⁽¹⁵⁹⁾ ⁽¹⁶⁰⁾ ⁽¹⁶¹⁾ ⁽¹⁶²⁾ ⁽¹⁶³⁾ ⁽¹⁶⁴⁾ ⁽¹⁶⁵⁾ ⁽¹⁶⁶⁾ ⁽¹⁶⁷⁾ ⁽¹⁶⁸⁾ ⁽¹⁶⁹⁾ ⁽¹⁷⁰⁾ ⁽¹⁷¹⁾ ⁽¹⁷²⁾ ⁽¹⁷³⁾ ⁽¹⁷⁴⁾ ⁽¹⁷⁵⁾ ⁽¹⁷⁶⁾ ⁽¹⁷⁷⁾ ⁽¹⁷⁸⁾ ⁽¹⁷⁹⁾ ⁽¹⁸⁰⁾ ⁽¹⁸¹⁾ ⁽¹⁸²⁾ ⁽¹⁸³⁾ ⁽¹⁸⁴⁾ ⁽¹⁸⁵⁾ ⁽¹⁸⁶⁾ ⁽¹⁸⁷⁾ ⁽¹⁸⁸⁾ ⁽¹⁸⁹⁾ ⁽¹⁹⁰⁾ ⁽¹⁹¹⁾ ⁽¹⁹²⁾ ⁽¹⁹³⁾ ⁽¹⁹⁴⁾ ⁽¹⁹⁵⁾ ⁽¹⁹⁶⁾ ⁽¹⁹⁷⁾ ⁽¹⁹⁸⁾ ⁽¹⁹⁹⁾ ⁽²⁰⁰⁾ ⁽²⁰¹⁾ ⁽²⁰²⁾ ⁽²⁰³⁾ ⁽²⁰⁴⁾ ⁽²⁰⁵⁾ ⁽²⁰⁶⁾ ⁽²⁰⁷⁾ ⁽²⁰⁸⁾ ⁽²⁰⁹⁾ ⁽²¹⁰⁾ ⁽²¹¹⁾ ⁽²¹²⁾ ⁽²¹³⁾ ⁽²¹⁴⁾ ⁽²¹⁵⁾ ⁽²¹⁶⁾ ⁽²¹⁷⁾ ⁽²¹⁸⁾ ⁽²¹⁹⁾ ⁽²²⁰⁾ ⁽²²¹⁾ ⁽²²²⁾ ⁽²²³⁾ ⁽²²⁴⁾ ⁽²²⁵⁾ ⁽²²⁶⁾ ⁽²²⁷⁾ ⁽²²⁸⁾ ⁽²²⁹⁾ ⁽²³⁰⁾ ⁽²³¹⁾ ⁽²³²⁾ ⁽²³³⁾ ⁽²³⁴⁾ ⁽²³⁵⁾ ⁽²³⁶⁾ ⁽²³⁷⁾ ⁽²³⁸⁾ ⁽²³⁹⁾ ⁽²⁴⁰⁾ ⁽²⁴¹⁾ ⁽²⁴²⁾ ⁽²⁴³⁾ ⁽²⁴⁴⁾ ⁽²⁴⁵⁾ ⁽²⁴⁶⁾ ⁽²⁴⁷⁾ ⁽²⁴⁸⁾ ⁽²⁴⁹⁾ ⁽²⁵⁰⁾ ⁽²⁵¹⁾ ⁽²⁵²⁾ ⁽²⁵³⁾ ⁽²⁵⁴⁾ ⁽²⁵⁵⁾ ⁽²⁵⁶⁾ ⁽²⁵⁷⁾ ⁽²⁵⁸⁾ ⁽²⁵⁹⁾ ⁽²⁶⁰⁾ ⁽²⁶¹⁾ ⁽²⁶²⁾ ⁽²⁶³⁾ ⁽²⁶⁴⁾ ⁽²⁶⁵⁾ ⁽²⁶⁶⁾ ⁽²⁶⁷⁾ ⁽²⁶⁸⁾ ⁽²⁶⁹⁾ ⁽²⁷⁰⁾ ⁽²⁷¹⁾ ⁽²⁷²⁾ ⁽²⁷³⁾ ⁽²⁷⁴⁾ ⁽²⁷⁵⁾ ⁽²⁷⁶⁾ ⁽²⁷⁷⁾ ⁽²⁷⁸⁾ ⁽²⁷⁹⁾ ⁽²⁸⁰⁾ ⁽²⁸¹⁾ ⁽²⁸²⁾ ⁽²⁸³⁾ ⁽²⁸⁴⁾ ⁽²⁸⁵⁾ ⁽²⁸⁶⁾ ⁽²⁸⁷⁾ ⁽²⁸⁸⁾ ⁽²⁸⁹⁾ ⁽²⁹⁰⁾ ⁽²⁹¹⁾ ⁽²⁹²⁾ ⁽²⁹³⁾ ⁽²⁹⁴⁾ ⁽²⁹⁵⁾ ⁽²⁹⁶⁾ ⁽²⁹⁷⁾ ⁽²⁹⁸⁾ ⁽²⁹⁹⁾ ⁽³⁰⁰⁾ ⁽³⁰¹⁾ ⁽³⁰²⁾ ⁽³⁰³⁾ ⁽³⁰⁴⁾ ⁽³⁰⁵⁾ ⁽³⁰⁶⁾ ⁽³⁰⁷⁾ ⁽³⁰⁸⁾ ⁽³⁰⁹⁾ ⁽³¹⁰⁾ ⁽³¹¹⁾ ⁽³¹²⁾ ⁽³¹³⁾ ⁽³¹⁴⁾ ⁽³¹⁵⁾ ⁽³¹⁶⁾ ⁽³¹⁷⁾ ⁽³¹⁸⁾ ⁽³¹⁹⁾ ⁽³²⁰⁾ ⁽³²¹⁾ ⁽³²²⁾ ⁽³²³⁾ ⁽³²⁴⁾ ⁽³²⁵⁾ ⁽³²⁶⁾ ⁽³²⁷⁾ ⁽³²⁸⁾ ⁽³²⁹⁾ ⁽³³⁰⁾ ⁽³³¹⁾ ⁽³³²⁾ ⁽³³³⁾ ⁽³³⁴⁾ ⁽³³⁵⁾ ⁽³³⁶⁾ ⁽³³⁷⁾ ⁽³³⁸⁾ ⁽³³⁹⁾ ⁽³⁴⁰⁾ ⁽³⁴¹⁾ ⁽³⁴²⁾ ⁽³⁴³⁾ ⁽³⁴⁴⁾ ⁽³⁴⁵⁾ ⁽³⁴⁶⁾ ⁽³⁴⁷⁾ ⁽³⁴⁸⁾ ⁽³⁴⁹⁾ ⁽³⁵⁰⁾ ⁽³⁵¹⁾ ⁽³⁵²⁾ ⁽³⁵³⁾ ⁽³⁵⁴⁾ ⁽³⁵⁵⁾ ⁽³⁵⁶⁾ ⁽³⁵⁷⁾ ⁽³⁵⁸⁾ ⁽³⁵⁹⁾ ⁽³⁶⁰⁾ ⁽³⁶¹⁾ ⁽³⁶²⁾ ⁽³⁶³⁾ ⁽³⁶⁴⁾ ⁽³⁶⁵⁾ ⁽³⁶⁶⁾ ⁽³⁶⁷⁾ ⁽³⁶⁸⁾ ⁽³⁶⁹⁾ ⁽³⁷⁰⁾ ⁽³⁷¹⁾ ⁽³⁷²⁾ ⁽³⁷³⁾ ⁽³⁷⁴⁾ ⁽³⁷⁵⁾ ⁽³⁷⁶⁾ ⁽³⁷⁷⁾ ⁽³⁷⁸⁾ ⁽³⁷⁹⁾ ⁽³⁸⁰⁾ ⁽³⁸¹⁾ ⁽³⁸²⁾ ⁽³⁸³⁾ ⁽³⁸⁴⁾ ⁽³⁸⁵⁾ ⁽³⁸⁶⁾ ⁽³⁸⁷⁾ ⁽³⁸⁸⁾ ⁽³⁸⁹⁾ ⁽³⁹⁰⁾ ⁽³⁹¹⁾ ⁽³⁹²⁾ ⁽³⁹³⁾ ⁽³⁹⁴⁾ ⁽³⁹⁵⁾ ⁽³⁹⁶⁾ ⁽³⁹⁷⁾ ⁽³⁹⁸⁾ ⁽³⁹⁹⁾ ⁽⁴⁰⁰⁾ ⁽⁴⁰¹⁾ ⁽⁴⁰²⁾ ⁽⁴⁰³⁾ ⁽⁴⁰⁴⁾ ⁽⁴⁰⁵⁾ ⁽⁴⁰⁶⁾ ⁽⁴⁰⁷⁾ ⁽⁴⁰⁸⁾ ⁽⁴⁰⁹⁾ ⁽⁴¹⁰⁾ ⁽⁴¹¹⁾ ⁽⁴¹²⁾ ⁽⁴¹³⁾ ⁽⁴¹⁴⁾ ⁽⁴¹⁵⁾ ⁽⁴¹⁶⁾ ⁽⁴¹⁷⁾ ⁽⁴¹⁸⁾ ⁽⁴¹⁹⁾ ⁽⁴²⁰⁾ ⁽⁴²¹⁾ ⁽⁴²²⁾ ⁽⁴²³⁾ ⁽⁴²⁴⁾ ⁽⁴²⁵⁾ ⁽⁴²⁶⁾ ⁽⁴²⁷⁾ ⁽⁴²⁸⁾ ⁽⁴²⁹⁾ ⁽⁴³⁰⁾ ⁽⁴³¹⁾ ⁽⁴³²⁾ ⁽⁴³³⁾ ⁽⁴³⁴⁾ ⁽⁴³⁵⁾ ⁽⁴³⁶⁾ ⁽⁴³⁷⁾ ⁽⁴³⁸⁾ ⁽⁴³⁹⁾ ⁽⁴⁴⁰⁾ ⁽⁴⁴¹⁾ ⁽⁴⁴²⁾ ⁽⁴⁴³⁾ ⁽⁴⁴⁴⁾ ⁽⁴⁴⁵⁾ ⁽⁴⁴⁶⁾ ⁽⁴⁴⁷⁾ ⁽⁴⁴⁸⁾ ⁽⁴⁴⁹⁾ ⁽⁴⁵⁰⁾ ⁽⁴⁵¹⁾ ⁽⁴⁵²⁾ ⁽⁴⁵³⁾ ⁽⁴⁵⁴⁾ ⁽⁴⁵⁵⁾ ⁽⁴⁵⁶⁾ ⁽⁴⁵⁷⁾ ⁽⁴⁵⁸⁾ ⁽⁴⁵⁹⁾ ⁽⁴⁶⁰⁾ ⁽⁴⁶¹⁾ ⁽⁴⁶²⁾ ⁽⁴⁶³⁾ ⁽⁴⁶⁴⁾ ⁽⁴⁶⁵⁾ ⁽⁴⁶⁶⁾ ⁽⁴⁶⁷⁾ ⁽⁴⁶⁸⁾ ⁽⁴⁶⁹⁾ ⁽⁴⁷⁰⁾ ⁽⁴⁷¹⁾ ⁽⁴⁷²⁾ ⁽⁴⁷³⁾ ⁽⁴⁷⁴⁾ ⁽⁴⁷⁵⁾ ⁽⁴⁷⁶⁾ ⁽⁴⁷⁷⁾ ⁽⁴⁷⁸⁾ ⁽⁴⁷⁹⁾ ⁽⁴⁸⁰⁾ ⁽⁴⁸¹⁾ ⁽⁴⁸²⁾ ⁽⁴⁸³⁾ ⁽⁴⁸⁴⁾ ⁽⁴⁸⁵⁾ ⁽⁴⁸⁶⁾ ⁽⁴⁸⁷⁾ ⁽⁴⁸⁸⁾ ⁽⁴⁸⁹⁾ ⁽⁴⁹⁰⁾ ⁽⁴⁹¹⁾ ⁽⁴⁹²⁾ ⁽⁴⁹³⁾ ⁽⁴⁹⁴⁾ ⁽⁴⁹⁵⁾ ⁽⁴⁹⁶⁾ ⁽⁴⁹⁷⁾ ⁽⁴⁹⁸⁾ ⁽⁴⁹⁹⁾ ⁽⁵⁰⁰⁾ ⁽⁵⁰¹⁾ ⁽⁵⁰²⁾ ⁽⁵⁰³⁾ ⁽⁵⁰⁴⁾ ⁽⁵⁰⁵⁾ ⁽⁵⁰⁶⁾ ⁽⁵⁰⁷⁾ ⁽⁵⁰⁸⁾ ⁽⁵⁰⁹⁾ ⁽⁵¹⁰⁾ ⁽⁵¹¹⁾ ⁽⁵¹²⁾ ⁽⁵¹³⁾ ⁽⁵¹⁴⁾ ⁽⁵¹⁵⁾ ⁽⁵¹⁶⁾ ⁽⁵¹⁷⁾ ⁽⁵¹⁸⁾ ⁽⁵¹⁹⁾ ⁽⁵²⁰⁾ ⁽⁵²¹⁾ ⁽⁵²²⁾ ⁽⁵²³⁾ ⁽⁵²⁴⁾ ⁽⁵²⁵⁾ ⁽⁵²⁶⁾ ⁽⁵²⁷⁾ ⁽⁵²⁸⁾ ⁽⁵²⁹⁾ ⁽⁵³⁰⁾ ⁽⁵³¹⁾ ⁽⁵³²⁾ ⁽⁵³³⁾ ⁽⁵³⁴⁾ ⁽⁵³⁵⁾ ⁽⁵³⁶⁾ ⁽⁵³⁷⁾ ⁽⁵³⁸⁾ ⁽⁵³⁹⁾ ⁽⁵⁴⁰⁾ ⁽⁵⁴¹⁾ ⁽⁵⁴²⁾ ⁽⁵⁴³⁾ ⁽⁵⁴⁴⁾ ⁽⁵⁴⁵⁾ ⁽⁵⁴⁶⁾ ⁽⁵⁴⁷⁾ ⁽⁵⁴⁸⁾ ⁽⁵⁴⁹⁾ ⁽⁵⁵⁰⁾ ⁽⁵⁵¹⁾ ⁽⁵⁵²⁾ ⁽⁵⁵³⁾ ⁽⁵⁵⁴⁾ ⁽⁵⁵⁵⁾ ⁽⁵⁵⁶⁾ ⁽⁵⁵⁷⁾ ⁽⁵⁵⁸⁾ ⁽⁵⁵⁹⁾ ⁽⁵⁶⁰⁾ ⁽⁵⁶¹⁾ ⁽⁵⁶²⁾ ⁽⁵⁶³⁾ ⁽⁵⁶⁴⁾ ⁽⁵⁶⁵⁾ ⁽⁵⁶⁶⁾ ⁽⁵⁶⁷⁾ ⁽⁵⁶⁸⁾ ⁽⁵⁶⁹⁾ ⁽⁵⁷⁰⁾ ⁽⁵⁷¹⁾ ⁽⁵⁷²⁾ ⁽⁵⁷³⁾ ⁽⁵⁷⁴⁾ ⁽⁵⁷⁵⁾ ⁽⁵⁷⁶⁾ ⁽⁵⁷⁷⁾ ⁽⁵⁷⁸⁾ ⁽⁵⁷⁹⁾ ⁽⁵⁸⁰⁾ ⁽⁵⁸¹⁾ ⁽⁵⁸²⁾ ⁽⁵⁸³⁾ ⁽⁵⁸⁴⁾ ⁽⁵⁸⁵⁾ ⁽⁵⁸⁶⁾ ⁽⁵⁸⁷⁾ ⁽⁵⁸⁸⁾ ⁽⁵⁸⁹⁾ ⁽⁵⁹⁰⁾ ⁽⁵⁹¹⁾ ⁽⁵⁹²⁾ ⁽⁵⁹³⁾ ⁽⁵⁹⁴⁾ ⁽⁵⁹⁵⁾ ⁽⁵⁹⁶⁾ ⁽⁵⁹⁷⁾ ⁽⁵⁹⁸⁾ ⁽⁵⁹⁹⁾ ⁽⁶⁰⁰⁾ ⁽⁶⁰¹⁾ ⁽⁶⁰²⁾ ⁽⁶⁰³⁾ ⁽⁶⁰⁴⁾ ⁽⁶⁰⁵⁾ ⁽⁶⁰⁶⁾ ⁽⁶⁰⁷⁾ ⁽⁶⁰⁸⁾ ⁽⁶⁰⁹⁾ ⁽⁶¹⁰⁾ ⁽⁶¹¹⁾ ⁽⁶¹²⁾ ⁽⁶¹³⁾ ⁽⁶¹⁴⁾ ⁽⁶¹⁵⁾ ⁽⁶¹⁶⁾ ⁽⁶¹⁷⁾ ⁽⁶¹⁸⁾ ⁽⁶¹⁹⁾ ⁽⁶²⁰⁾ ⁽⁶²¹⁾ ⁽⁶²²⁾ ⁽⁶²³⁾ ⁽⁶²⁴⁾ ⁽⁶²⁵⁾ ⁽⁶²⁶⁾ ⁽⁶²⁷⁾ ⁽⁶²⁸⁾ ⁽⁶²⁹⁾ ⁽⁶³⁰⁾ ⁽⁶³¹⁾ ⁽⁶³²⁾ ⁽⁶³³⁾ ⁽⁶³⁴⁾ ⁽⁶³⁵⁾ ⁽⁶³⁶⁾ ⁽⁶³⁷⁾ ⁽⁶³⁸⁾ ⁽⁶³⁹⁾ ⁽⁶⁴⁰⁾ ⁽⁶⁴¹⁾ ⁽⁶⁴²⁾ ⁽⁶⁴³⁾ ⁽⁶⁴⁴⁾ ⁽⁶⁴⁵⁾ ⁽⁶⁴⁶⁾ ⁽⁶⁴⁷⁾ ⁽⁶⁴⁸⁾ ⁽⁶⁴⁹⁾ ⁽⁶⁵⁰⁾ ⁽⁶⁵¹⁾ ⁽⁶⁵²⁾ ⁽⁶⁵³⁾ ⁽⁶⁵⁴⁾ ⁽⁶⁵⁵⁾ ⁽⁶⁵⁶⁾ ⁽⁶⁵⁷⁾ ⁽⁶⁵⁸⁾ ⁽⁶⁵⁹⁾ ⁽⁶⁶⁰⁾ ⁽⁶⁶¹⁾ ⁽⁶⁶²⁾ ⁽⁶⁶³⁾ ⁽⁶⁶⁴⁾ ⁽⁶⁶⁵⁾ ⁽⁶⁶⁶⁾ ⁽⁶⁶⁷⁾ ⁽⁶⁶⁸⁾ ⁽⁶⁶⁹⁾ ⁽⁶⁷⁰⁾ ⁽⁶⁷¹⁾ ⁽⁶⁷²⁾ ⁽⁶⁷³⁾ ⁽⁶⁷⁴⁾ ⁽⁶⁷⁵⁾ ⁽⁶⁷⁶⁾ ⁽⁶⁷⁷⁾ ⁽⁶⁷⁸⁾ ⁽⁶⁷⁹⁾ ⁽⁶⁸⁰⁾ ⁽⁶⁸¹⁾ ⁽⁶⁸²⁾ ⁽⁶⁸³⁾ ⁽⁶⁸⁴⁾ ⁽⁶⁸⁵⁾ ⁽⁶⁸⁶⁾ ⁽⁶⁸⁷⁾ ⁽⁶⁸⁸⁾ ⁽⁶⁸⁹⁾ ⁽⁶⁹⁰⁾ ⁽⁶⁹¹⁾ ⁽⁶⁹²⁾ ⁽⁶⁹³⁾ ⁽⁶⁹⁴⁾ ⁽⁶⁹⁵⁾ ⁽⁶⁹⁶⁾ ⁽⁶⁹⁷⁾ ⁽⁶⁹⁸⁾ ⁽⁶⁹⁹⁾ ⁽⁷⁰⁰⁾ ⁽⁷⁰¹⁾ ⁽⁷⁰²⁾ ⁽⁷⁰³⁾ ⁽⁷⁰⁴⁾ ⁽⁷⁰⁵⁾ ⁽⁷⁰⁶⁾ ⁽⁷⁰⁷⁾ ⁽⁷⁰⁸⁾ ⁽⁷⁰⁹⁾ ⁽⁷¹⁰⁾ ⁽⁷¹¹⁾ ⁽⁷¹²⁾ ⁽⁷¹³⁾ ⁽⁷¹⁴⁾ ⁽⁷¹⁵⁾ ⁽⁷¹⁶⁾ ⁽⁷¹⁷⁾ ⁽⁷¹⁸⁾ ⁽⁷¹⁹⁾ ⁽⁷²⁰⁾ ⁽⁷²¹⁾ ⁽⁷²²⁾ ⁽⁷²³⁾ ⁽⁷²⁴⁾ ⁽⁷²⁵⁾ ⁽⁷²⁶⁾ ⁽⁷²⁷⁾ ⁽⁷²⁸⁾ ⁽⁷²⁹⁾ ⁽⁷³⁰⁾ ⁽⁷³¹⁾ ⁽⁷³²⁾ ⁽⁷³³⁾ ⁽⁷³⁴⁾ ⁽⁷³⁵⁾ ⁽⁷³⁶⁾ ⁽⁷³⁷⁾ ⁽⁷³⁸⁾ ⁽⁷³⁹⁾ ⁽⁷⁴⁰⁾ ⁽⁷⁴¹⁾ ⁽⁷⁴²⁾ ⁽⁷⁴³⁾ ⁽⁷⁴⁴⁾ ⁽⁷⁴⁵⁾ ⁽⁷⁴⁶⁾ ⁽⁷⁴⁷⁾ ⁽⁷⁴⁸⁾ ⁽⁷⁴⁹⁾ ⁽⁷⁵⁰⁾ ⁽⁷⁵¹⁾ ⁽⁷⁵²⁾ ⁽⁷⁵³⁾ ⁽⁷⁵⁴⁾ ⁽⁷⁵⁵⁾ ⁽⁷⁵⁶⁾ ⁽⁷⁵⁷⁾ ⁽⁷⁵⁸⁾ ⁽⁷⁵⁹⁾ ⁽⁷⁶⁰⁾ ⁽⁷⁶¹⁾ ⁽⁷⁶²⁾ ⁽⁷⁶³⁾ ⁽⁷⁶⁴⁾ ⁽⁷⁶⁵⁾ ⁽⁷⁶⁶⁾ ⁽⁷⁶⁷⁾ ⁽⁷⁶⁸⁾ ⁽⁷⁶⁹⁾ ⁽⁷⁷⁰⁾ ⁽⁷⁷¹⁾ ⁽⁷⁷²⁾ ⁽⁷⁷³⁾ ⁽⁷⁷⁴⁾ ⁽⁷⁷⁵⁾ ⁽⁷⁷⁶⁾ ⁽⁷⁷⁷⁾ ⁽⁷⁷⁸⁾ ⁽⁷⁷⁹⁾ ⁽⁷⁸⁰⁾ ⁽⁷⁸¹⁾ ⁽⁷⁸²⁾ ⁽⁷⁸³⁾ ⁽⁷⁸⁴⁾ ⁽⁷⁸⁵⁾ ⁽⁷⁸⁶⁾ ⁽⁷⁸⁷⁾ ⁽⁷⁸⁸⁾ ⁽⁷⁸⁹⁾ ⁽⁷⁹⁰⁾ ⁽⁷⁹¹⁾ ⁽⁷⁹²⁾ ⁽⁷⁹³⁾ ⁽⁷⁹⁴⁾ ⁽⁷⁹⁵⁾ ⁽⁷⁹⁶⁾ ⁽⁷⁹⁷⁾ ⁽⁷⁹⁸⁾ ⁽⁷⁹⁹⁾ ⁽⁸⁰⁰⁾ ⁽⁸⁰¹⁾ ⁽⁸⁰²⁾ ⁽⁸⁰³⁾ ⁽⁸⁰⁴⁾ ⁽⁸⁰⁵⁾ ⁽⁸⁰⁶⁾ ⁽⁸⁰⁷⁾ ⁽⁸⁰⁸⁾ ⁽⁸⁰⁹⁾ ⁽⁸¹⁰⁾ ⁽⁸¹¹⁾ ⁽⁸¹²⁾ ⁽⁸¹³⁾ ⁽⁸¹⁴⁾ ⁽⁸¹⁵⁾ ⁽⁸¹⁶⁾ ⁽⁸¹⁷⁾ ⁽⁸¹⁸⁾ ⁽⁸¹⁹⁾ ⁽⁸²⁰⁾ ⁽⁸²¹⁾ ⁽⁸²²⁾ ⁽⁸²³⁾ ⁽⁸²⁴⁾ ⁽⁸²⁵⁾ ⁽⁸²⁶⁾ ⁽⁸²⁷⁾ ⁽⁸²⁸⁾ ⁽⁸²⁹⁾ ⁽⁸³⁰⁾ ⁽⁸³¹⁾ ⁽⁸³²⁾ ⁽⁸³³⁾ ⁽⁸³⁴⁾ ⁽⁸³⁵⁾ ⁽⁸³⁶⁾ ⁽⁸³⁷⁾ ⁽⁸³⁸⁾ ⁽⁸³⁹⁾ ⁽⁸⁴⁰⁾ ⁽⁸⁴¹⁾ ⁽⁸⁴²⁾ ⁽⁸⁴³⁾ ⁽⁸⁴⁴⁾ ⁽⁸⁴⁵⁾ ⁽⁸⁴⁶⁾ ⁽⁸⁴⁷⁾ ⁽⁸⁴⁸⁾ ⁽⁸⁴⁹⁾ ⁽⁸⁵⁰⁾ ⁽⁸⁵¹⁾ ⁽⁸⁵²⁾ ⁽⁸⁵³⁾ ⁽⁸⁵⁴⁾ ⁽⁸⁵⁵⁾ ⁽⁸⁵⁶⁾ ⁽⁸⁵⁷⁾ ⁽⁸⁵⁸⁾ ⁽⁸⁵⁹⁾ ⁽⁸⁶⁰⁾ ⁽⁸⁶¹⁾ ⁽⁸⁶²⁾ ⁽⁸⁶³⁾ ⁽⁸⁶⁴⁾ ⁽⁸⁶⁵⁾ ⁽⁸⁶⁶⁾ ⁽⁸⁶⁷⁾ ⁽⁸⁶⁸⁾ ⁽⁸⁶⁹⁾ ⁽⁸⁷⁰⁾ ⁽⁸⁷¹⁾ ⁽⁸⁷²⁾ ⁽⁸⁷³⁾ ⁽⁸⁷⁴⁾ ⁽⁸⁷⁵⁾ ⁽⁸⁷⁶⁾ ⁽⁸⁷⁷⁾ ⁽⁸⁷⁸⁾ ⁽⁸⁷⁹⁾ ⁽⁸⁸⁰⁾ ⁽⁸⁸¹⁾ ⁽⁸⁸²⁾ ⁽⁸⁸³⁾ ⁽⁸⁸⁴⁾ ⁽⁸⁸⁵⁾ ⁽⁸⁸⁶⁾ ⁽⁸⁸⁷⁾ ⁽⁸⁸⁸⁾ ⁽⁸⁸⁹⁾ ⁽⁸⁹⁰⁾ ⁽⁸⁹¹⁾ ⁽⁸⁹²⁾ ⁽⁸⁹³⁾ ⁽⁸⁹⁴⁾ ⁽⁸⁹⁵⁾ ⁽⁸⁹⁶⁾ ⁽⁸⁹⁷⁾ ⁽⁸⁹⁸⁾ ⁽⁸⁹⁹⁾ ⁽⁹⁰⁰⁾ ⁽⁹⁰¹⁾ ⁽⁹⁰²⁾ ⁽⁹⁰³⁾ ⁽⁹⁰⁴⁾ ⁽⁹⁰⁵⁾ ⁽⁹⁰⁶⁾ ⁽⁹⁰⁷⁾ ⁽⁹⁰⁸⁾ ⁽⁹⁰⁹⁾ ⁽⁹¹⁰⁾ ⁽⁹¹¹⁾ ⁽⁹¹²⁾ ⁽⁹¹³⁾ ⁽⁹¹⁴⁾ ⁽⁹¹⁵⁾ ⁽⁹¹⁶⁾ ⁽⁹¹⁷⁾ ⁽⁹¹⁸⁾ ⁽⁹¹⁹⁾ ⁽⁹²⁰⁾ ⁽⁹²¹⁾ ⁽⁹²²⁾ ⁽⁹²³⁾ ⁽⁹²⁴⁾ ⁽⁹²⁵⁾ ⁽⁹²⁶⁾ ⁽⁹²⁷⁾ ⁽⁹²⁸⁾ ⁽⁹²⁹⁾ ⁽⁹³⁰⁾ ⁽⁹³¹⁾ ⁽⁹³²⁾ ⁽⁹³³⁾ ⁽⁹³⁴⁾ ⁽⁹³⁵⁾ ⁽⁹³⁶⁾ ⁽⁹³⁷⁾ ⁽⁹³⁸⁾ ⁽⁹³⁹⁾ ⁽⁹⁴⁰⁾ ⁽⁹⁴¹⁾ ⁽⁹⁴²⁾ ⁽⁹⁴³⁾ ⁽⁹⁴⁴⁾ ⁽⁹⁴⁵⁾ ⁽⁹⁴⁶⁾ ⁽⁹⁴⁷⁾ ⁽⁹⁴⁸⁾ ⁽⁹⁴⁹⁾ ⁽⁹⁵⁰⁾ ⁽⁹⁵¹⁾ ⁽⁹⁵²⁾ ⁽⁹⁵³⁾ ⁽⁹⁵⁴⁾ ⁽⁹⁵⁵⁾ ⁽⁹⁵⁶⁾ ⁽⁹⁵⁷⁾ ⁽⁹⁵⁸⁾ ⁽⁹⁵⁹⁾ ⁽⁹⁶⁰⁾ ⁽⁹⁶¹⁾ ⁽⁹⁶²⁾ ⁽⁹⁶³⁾ ⁽⁹⁶⁴⁾ ⁽⁹⁶⁵⁾ ⁽⁹⁶⁶⁾ ⁽⁹⁶⁷⁾ ⁽⁹⁶⁸⁾ ⁽⁹⁶⁹⁾ ⁽⁹⁷⁰⁾ ⁽⁹⁷¹⁾ ⁽⁹⁷²⁾ ⁽⁹⁷³⁾ ⁽⁹⁷⁴⁾ ⁽⁹⁷⁵⁾ ⁽⁹⁷⁶⁾ ⁽⁹⁷⁷⁾ ⁽⁹⁷⁸⁾ ⁽⁹⁷⁹⁾ ⁽⁹⁸⁰⁾ ⁽⁹⁸¹⁾ ⁽⁹⁸²⁾ ⁽⁹⁸³⁾ ⁽⁹⁸⁴⁾ ⁽⁹⁸⁵⁾ ⁽⁹⁸⁶⁾ ⁽⁹⁸⁷⁾ ⁽⁹⁸⁸⁾ ⁽⁹⁸⁹⁾ ⁽⁹⁹⁰⁾ ⁽⁹⁹¹⁾ ⁽⁹⁹²⁾ ⁽⁹⁹³⁾ ⁽⁹⁹⁴⁾ ⁽⁹⁹⁵⁾ ⁽⁹⁹⁶⁾ ⁽⁹⁹⁷⁾ ⁽⁹⁹⁸⁾ ⁽⁹⁹⁹⁾ ⁽¹⁰⁰⁰⁾

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) These shares of performance based shares were awarded under the Company's Fiscal 2011 Long Term Incentive Plan the "2011 LTIP".

Edgar Filing: Ascena Retail Group, Inc. - Form 4

- (2) These shares vest 1/3 on each of the following dates: July 30, 2012, July 30, 2013 and July 30 2014.
- (3) Includes 5,000 restricted shares awarded under the Company's 2001 Stock Incentive Plan.
- (4) Granted under the Company's 2001 Stock Incentive Plan.
- (5) Granted under the Company's 2010 Stock Incentive Plan
- (6) Exercisable in five equal annual installments with the first installment on the date indicated.
- (7) Exercisable in four equal annual installments with the first installment on the date indicated.
- (8) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock under the 2014 LTIP.
- (9) 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.

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.