

BODY CENTRAL CORP
Form 4
October 11, 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 *
Weinstein Allen

(Last) (First) (Middle)

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

(Street)

JACKSONVILLE, FL 32217

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BODY CENTRAL CORP [BODY]

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

10/06/2011

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)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/06/2011		M		7,500 A \$ 3.94	17,622 ⁽¹⁾	D
Common Stock	10/06/2011		S		7,500 ₍₂₎ D \$ 18.036 ₍₃₎	10,122 ⁽¹⁾	D
Common Stock	10/07/2011		M		9,600 A \$ 3.94	19,722 ⁽¹⁾	D
Common Stock	10/07/2011		S		9,600 ₍₂₎ D \$ 18.4129 ₍₄₎	10,122 ⁽¹⁾	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)

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
Employee Stock Option (Right to Buy)	\$ 3.94	10/06/2011		M	7,500	<u>(5)</u> 10/12/2019	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 3.94	10/07/2011		M	9,600	<u>(5)</u> 10/12/2019	Common Stock	9,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weinstein Allen C/O BODY CENTRAL CORP. 6225 POWERS AVE. JACKSONVILLE, FL 32217	X		President & CEO	

Signatures

/s/ Julia B. Davis, Attorney-in-Fact for Allen Weinstein
Date: 10/11/2011

**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) Includes 10,122 restricted shares which vest 25% per year beginning September 16, 2012.

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

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.00 to \$18.16, 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 \$18.10 to \$18.61, 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) Shares subject to vesting ending August 3, 2013.

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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