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

Ascena Reta Form 4 October 02,	ail Group, Inc.										
	_								OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check the check	ger									January 31, 2005	
subject t Section Form 4	to <b>SIAIEM</b> 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated a burden hour response	d average ours per	
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> RAYDEN MICHAEL W								5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	liddle)			-		51111	(Check	all applicable	)	
(Lust)	(1133) (11	nuure)		b. Date of Earliest Transaction Month/Day/Year)				_X_ Director 10% Owner			
C/O ASCENA RETAIL GROUP, INC., 933 MACARTHUR BOULEVARD								_X_ Officer (give title Other (specify below) below) CEO, Tween Brands, Inc.			
				Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MAHWAS	5H, NJ 07430						Ī	Form filed by Mo Person	ore than One Re	porting	
(City)	(State) (	Zip)	Tab	le I - Non-l	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Date, if	ate, if Transactionor Disposed of (D) Code (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		(D)	Price \$	(msu: 5 and 1)			
Common	09/30/2014			S	8,000	D	13.3012 (1)	36,760	D		
Common	10/01/2014			S	5,000	D	\$ 12.9907 (2)	31,760	D		
Common								13,284	I	See Footnote 3. $\frac{(3)}{2}$	

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address			Relationships			
	Director	10% Owner	Officer	Other		
RAYDEN MICHAEL W C/O ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWASH, NJ 07430	X		CEO, Tween Brands, Inc.			
Signatures						
/s/ Gene Wexler, Attorney-in-Fact	10/02/2014	1				
**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).
- This transaction was executed in multiple trades ranging from \$13.30 to \$13.3023 The price reported above reflects the weighted average
   (1) sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- This transaction was executed in multiple trades ranging from \$12.99 to \$13..00 The price reported above reflects the weighted average(2) sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- (3) Shares owned by Diane Nye, Mr. Rayden's wife. Mr. Rayden disclaims beneficial ownership of these shares.

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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