PEARCE RANDY L

Form 4 June 07, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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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)

may continue.

See Instruction

1. Name and PEARCE I	Address of Reporting RANDY L	Person * 2. Issu Symbol	ner Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (a Retail Group, Inc. [ASNA] of Earliest Transaction	(Check all applicable)			
	NA RETAIL GROUNNIGAN DRIV	OUP, 06/07/	/Day/Year) /2012	XDirector10% OwnerOfficer (give title below) Other (specify below)			
CHEEDM	(Street)		nendment, Date Original (onth/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			
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities Acq	Person uired, 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)	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common	06/07/2012		P 8,200 A \$ 18.591	8,200 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)

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De	Fitle of rivative curity str. 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. DrNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities	8 I S (
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
_	otion Buy	\$ 8.545 (1)					12/01/2006(3)	12/01/2015	Common	13,332	
_	otion Buy	\$ 11.65 (1)					11/29/2007(3)	11/29/2016	Common	20,000	
_	otion Buy	\$ 7.495 (1)					09/18/2009(3)	09/18/2018	Common	20,000	
_	otion Buy	\$ 8.835 (1)					09/24/2010(3)	09/24/2019	Common	10,000	
_	otion Buy	\$ 11.695 (1)					09/23/2011(3)	09/23/2020	Common	20,000	
_	otion Buy	\$ 12.315 (2)					09/22/2012(3)	09/22/2021	Common	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PEARCE RANDY L C/O ASCENA RETAIL GROUP, INC. 30 DUNNIGAN DRIVE SUFFERN, NY 10901	X					

Signatures

Mary Beth Riley by power of attorney 06/07/2012

**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) Granted under the Company's 2001 Stock Incentive Plan
- (2) Granted under the Company's 2010 Stock Incentive Plan

Reporting Owners 2

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(3) Exercisable in three equal installments with the first installment on the date indicated.

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.