**Destination Maternity Corp** Form 4 November 20, 2009

# FORM 4

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

**OMB APPROVAL** OMB

Check this box if no longer subject to

3235-0287 Number: January 31, Expires:

2005

Section 16. Form 4 or

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

Estimated average burden hours per

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MATTHIAS REBECCA C	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	Destination Maternity Corp [DEST]  3. Date of Earliest Transaction	(Check all applicable)			
C/O DESTINATION MATERNITY CORPORATION, 456 NORTH FIFTH STREET	(Month/Day/Year) 11/18/2009	_X Director 10% Owner _X Officer (give title Other (specify below) President & CCO			
(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			
DITT A DEL DITTA DA 10100		Form filed by More than One Reporting			

#### PHILADELPHIA, PA 19123

(State)

(City)

	Person	
Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Ov	wned

(City)	(State)	Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	or Beneficiall	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. Securiti r(A) or Dis (Instr. 3, 4)	posed	of (D)	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)
Common Stock	11/18/2009		M	23,706	A	\$ 9.5	47,128	D	
Common Stock	11/18/2009		M	20,342	A	\$ 9.5	37,390	I	By Husband
Common Stock	11/18/2009		M	5,840	A	\$ 7.7	43,230	I	By Husband
Common Stock	11/18/2009		M	9,802	A	\$ 12.86	53,032	I	By Husband
Common Stock	11/18/2009		M	7,794	A	\$ 10.01	60,826	I	By Husband

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Common	11/19/2009	C	1 1	100 D	¢ 20.5	50.726	T	Ву
Stock	11/19/2009	3	1,1	ע טטו	\$ 20.5	39,720	1	Husband

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4,		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 10.01					<u>(1)</u>	11/28/2015	Common Stock	40,000	
Option (Right to Buy)	\$ 9.5	11/18/2009		D	36,294	(2)	10/02/2010	Common Stock	36,294	
Option (Right to Buy)	\$ 9.5	11/18/2009		M	23,706	(2)	10/02/2010	Common Stock	23,706	
Option (Right to Buy)	\$ 9.5	11/18/2009		D	39,658	(2)	10/02/2010	Common Stock	39,658	
Option (Right to Buy)	\$ 9.5	11/18/2009		M	20,342	(2)	10/02/2010	Common Stock	20,342	
Option (Right to Buy)	\$ 7.7	11/18/2009		D	9,160	(3)	11/15/2011	Common Stock	9,160	
Option (Right to Buy)	\$ 7.7	11/18/2009		M	5,840	(3)	11/15/2011	Common Stock	5,840	
Option (Right to Buy)	\$ 12.86	11/18/2009		D	30,198	<u>(4)</u>	11/24/2014	Common Stock	30,198	

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Option (Right to Buy)	\$ 12.86	11/18/2009	M	9,802	<u>(4)</u>	11/24/2014	Common Stock	9,802
Option (Right to Buy)	\$ 10.01	11/18/2009	D	16,206	<u>(5)</u>	11/28/2015	Common Stock	16,206
Option (Right to Buy)	\$ 10.01	11/18/2009	M	7,794	(5)	11/28/2015	Common Stock	7,794

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MATTHIAS REBECCA C C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA PA 19123	X		President & CCO			

# **Signatures**

Rebecca C. Matthias signed by Ronald J. Masciantonio under Power of
Attorney

\*\*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).
- As of November 6, 2009, 24,000 shares underlying the \$10.01 options are vested and exercisable. On November 28, 2009, 8,000 additional shares will vest and become exercisable. Pursuant to that certain Letter Agreement dated November 6, 2009 between the Issuer and the Reporting Person, the remaining 8,000 shares originally scheduled to vest and become exercisable on November 28, 2010 will vest and become exercisable on September 30, 2010.
- (2) The options were fully vested and exercisable on October 2, 2000.
- (3) The options were fully vested and exercisable on November 15, 2001.
- (4) The options were fully vested and exercisable on November 24, 2004.
- (5) The options granted on November 28, 2005 vest and become exercisable in five (5) equal annual installments beginning on November 28, 2006
- (6) Inherent value of these options being surrendered to the Issuer is being applied to pay the exercise price for the option exercise reported in the next line in this Table II.

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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