

Destination Maternity Corp
Form 4
November 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
Masciantonio Ronald James

(Last) (First) (Middle)

C/O DESTINATION MATERNITY CORPORATION, 456 NORTH FIFTH STREET

(Street)

PHILADELPHIA, PA 19123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Destination Maternity Corp [DEST]

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

11/16/2013

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)
EVP & CAO

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)
				(A) or (D)	Price		
Common Stock	11/16/2013		F	320 ⁽¹⁾	D \$ 32.04	12,271 ⁽²⁾	D
Common Stock	11/18/2013		F	326 ⁽³⁾	D \$ 31.99	11,945 ⁽²⁾	D
Common Stock	11/19/2013		F	122 ⁽⁴⁾	D \$ 32.04	11,823 ⁽²⁾	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)

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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. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 3.515					(5)	11/19/2018	Common Stock	800
Stock Options (Right to Buy)	\$ 11.89					(6)	01/29/2020	Common Stock	12,000
Stock Options (Right to Buy)	\$ 22.13					(7)	03/03/2021	Common Stock	15,000
Stock Options (Right to Buy)	\$ 14.51					(8)	11/18/2021	Common Stock	7,323
Stock Options (Right to Buy)	\$ 19.89					(9)	11/16/2022	Common Stock	10,325

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Masciantonio Ronald James C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET			EVP & CAO	

PHILADELPHIA, PA 19123

Signatures

Ronald J.

Masciantonio

11/19/2013

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) 320 shares were surrendered to the Issuer to pay applicable tax withholdings on the November 16, 2013 vest of 1,047 shares from the November 16, 2012 grant of 4,190 shares.

Includes 10,077 shares of unvested restricted stock, including 4,800 shares from the March 3, 2011 grant of 8,000 shares, which grants each vest in equal annual installments over a five (5) year period; 2,134 shares from the November 18, 2011 grant of 4,267 shares, which grant vests in annual installments over a four (4) year period beginning on November 18, 2012 as follows: 1,066 shares vested on
(2) November 18, 2012, 1,067 shares vested on November 18, 2013, and 1,067 shares vest on each of November 18, 2014, and November 18, 2015; and 3,143 shares from the November 16, 2012 grant of 4,190 shares, which shares vest in annual installments over a four (4) year period beginning on November 16, 2013 as follows: 1,047 shares vest on each of November 16, 2013 and November 16, 2015, and 1,048 shares vest on each of November 16, 2014 and November 16, 2016.
- (3) 326 shares were surrendered to the Issuer to pay applicable tax withholdings on the November 18, 2013 vest of 1,067 shares from the November 18, 2011 grant of 4,267 shares.
- (4) 122 shares were surrendered to the Issuer to pay applicable tax withholdings on the November 19, 2013 vest of 400 shares from the November 19, 2008 grant of 2,000 shares.

On November 19, 2008, options to purchase 4,000 shares were granted to the Reporting Person by the Issuer. The options vest and are
(5) exercisable in five (5) equal annual installments beginning on November 19, 2009. All of the remaining outstanding November 19, 2008 options are vested.

On January 29, 2010, options to purchase 30,000 shares were granted to the Reporting Person by the Issuer. The options vest and are
(6) exercisable in five (5) equal annual installments beginning on January 29, 2011. All of the remaining outstanding January 29, 2010 options are unvested.

On March 3, 2011, options to purchase 15,000 shares were granted to the Reporting Person by the Issuer. The options vest and are
(7) exercisable in five (5) equal annual installments beginning on March 3, 2012. 6,000 of the March 3, 2011 options are vested and 9,000 are unvested.

On November 18, 2011, options to purchase 9,764 shares were granted to the Reporting Person by the Issuer. The options vest and are
(8) exercisable in four (4) equal annual installments beginning on November 18, 2012. Of the remaining 7,323 November 18, 2011 options, 2,441 are vested and 4,882 are unvested.

On November 16, 2012, options to purchase 10,325 shares were granted to the Reporting Person by the Issuer. The options vest and are
(9) exercisable in four (4) annual installments beginning on November 16, 2013 as follows: 2,581 options vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 2,582 options vest on November 16, 2016. 2,581 of the November 16, 2012 options are vested and 7,744 are unvested.

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.