

Destination Maternity Corp
 Form 4
 December 08, 2014

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)

12/04/2014

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		
				Code V	Amount		
Common Stock	12/04/2014		F	250 ⁽¹⁾ D	\$ 14.3	11,890 ⁽²⁾ ⁽³⁾	D
Common Stock	12/05/2014		A	8,138 A	\$ 0	20,028 ⁽²⁾ ⁽³⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 11.89					<u>(4)</u> 01/29/2020	Common Stock	12,000
Stock Options (Right to Buy)	\$ 22.13					<u>(5)</u> 03/03/2021	Common Stock	9,000
Stock Options (Right to Buy)	\$ 14.51					<u>(6)</u> 11/18/2021	Common Stock	4,882
Stock Options (Right to Buy)	\$ 19.89					<u>(7)</u> 11/16/2022	Common Stock	7,744
Stock Options (Right to Buy)	\$ 30.5					<u>(8)</u> 12/04/2023	Common Stock	7,788
Stock Options (Right to Buy)	\$ 14.3	12/05/2014		A	75,353	<u>(9)</u> 12/05/2024	Common Stock	75,353

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Masciantonio Ronald James C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123			EVP & CAO	

Signatures

Ronald J.

Masciantonio

12/08/2014

**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) 250 shares were surrendered to the Issuer to pay applicable tax withholdings on the December 4, 2014 vest of 819 shares from the December 4, 2013 grant of 3,279 shares.

Includes 16,960 shares of unvested restricted stock. This includes 3,200 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; 1,067 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 vest on November 18, 2012, and 1,067 shares vest on each of November 18, 2013, November 18, 2014, and November 18, 2015; and 2,095 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. Continued in next footnote.

- (3) Also includes 2,460 shares from the December 4, 2013 grant of 3,279 shares, which shares vest in four (4) annual installments beginning on December 4, 2014 as follows: 819 shares vest on December 4, 2014, and 820 shares vest on each of December 4, 2015, December 4, 2016, and December 4, 2017; and 8,138 shares of restricted stock issued to the Reporting Person by the Issuer on December 5, 2014, which shares vest in four (4) annual installments beginning on December 5, 2015 as follows: 2,034 shares vest on each of December 5, 2015 and December 5, 2017, and 2,035 shares vest on each of December 5, 2016 and December 5, 2018.

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

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

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

- (7) On November 16, 2012, options to purchase 10,325 shares were granted to the Reporting Person by the Issuer. The options vest and are 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 remaining outstanding November 16, 2012 options are vested and 5,163 are unvested.

- (8) On December 4, 2013, options to purchase 7,788 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on December 4, 2014. 1,947 of the outstanding December 4, 2013 options are vested and 5,841 are unvested.

- (9) On December 5, 2014, options to purchase 75,353 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on December 5, 2015 as follows: 18,838 options vest on each of December 5, 2015, December 5, 2016, and December 5, 2017, and 18,839 options vest on December 5, 2018. All December 5, 2014 options 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.

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