

TIRNAUER JUDD P
Form 4
November 22, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
TIRNAUER JUDD P

(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)

11/18/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/18/2011 | | A | V | 5,417 A \$ 0 | 35,323.1951 (1) (2) | D |
| Common Stock | 11/18/2011 | | S | D | 0.1951 D \$ 14.51 | 35,323 (1) (2) | 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) | \$ 3.515 | | | | | (3) 11/19/2018 | Common Stock | 2,400 |
| Stock Options (Right to Buy) | \$ 11.89 | | | | | (4) 01/29/2020 | Common Stock | 32,000 |
| Stock Options (Right to Buy) | \$ 22.13 | | | | | (5) 03/31/2021 | Common Stock | 20,000 |
| Stock Options (Right to Buy) | \$ 14.51 | 11/18/2011 | | A | 12,395 | (6) 11/18/2021 | Common Stock | 12,395 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| TIRNAUER JUDD P C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123 | | | EVP & CFO | |

Signatures

Judd P. Tirnauer 11/22/2011

**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).

Includes 16,400 shares of unvested restricted stock, including 400 shares from the November 22, 2006 grant, 800 shares from the November 21, 2007 grant, 4,000 shares from the July 23, 2008 grant, 1,200 shares from the November 19, 2008 grant, and 10,000 shares from the March 3, 2011 grant, which shares vest in equal annual installments over a five (5) year period. Also includes 5,417 shares of restricted stock issued to the Reporting Person by the Issuer on November 18, 2011, which shares vest in four (4) equal annual installments beginning on November 18, 2012.

(1) 522,195 of these shares were purchased by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan. On November 18, 2011, the Reporting Person withdrew these shares from the Issuer's Employee Stock Purchase Plan. In connection with this withdrawal, 195 of these shares were cashed out and paid to the Reporting Person.

(2) On November 19, 2008, options to purchase 4,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on November 19, 2009. The remaining 2,400 shares are unvested.

(3) On January 29, 2010, options to purchase 40,000 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. The remaining 32,000 shares are unvested.

(4) On March 3, 2011, options to purchase 20,000 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. All March 3, 2011 options are unvested.

(5) On November 18, 2011, options to purchase 12,395 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. All November 18, 2011 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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