

Masciantonio Ronald James  
Form 4  
February 07, 2013

**FORM 4**

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

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

## OMB APPROVAL

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(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)

02/05/2013

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, CAO & General Counsel

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 02/05/2013                           |                                                    | M                              |                                                                   | 2,000  | A          | \$ 17.06                                                                                      | 22,274 <sup>(1)</sup>                                    | D                                                     |
| Common Stock                    | 02/05/2013                           |                                                    | M                              |                                                                   | 6,000  | A          | \$ 11.89                                                                                      | 28,274 <sup>(1)</sup>                                    | D                                                     |
| Common Stock                    | 02/05/2013                           |                                                    | M                              |                                                                   | 2,441  | A          | \$ 14.51                                                                                      | 30,715 <sup>(1)</sup>                                    | D                                                     |
| Common Stock                    | 02/05/2013                           |                                                    | S                              |                                                                   | 10,441 | D          | \$ 23.14                                                                                      | 20,274 <sup>(1)</sup>                                    | D                                                     |
| Common Stock                    | 02/05/2013                           |                                                    | S                              |                                                                   | 6,083  | D          | \$ 23.2                                                                                       | 14,191 <sup>(1)</sup>                                    | D                                                     |

# Edgar Filing: Masciantonio Ronald James - Form 4

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 17.06                                                           | 02/05/2013                              |                                                             | M                                    | 2,000                                                                                                           | <u>(2)</u>                                                     | 08/07/2016         | Common<br>Stock                                                     | 2,000                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 3.515                                                           |                                         |                                                             |                                      |                                                                                                                 | <u>(3)</u>                                                     | 11/19/2018         | Common<br>Stock                                                     | 800                                 |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 11.89                                                           | 02/05/2013                              |                                                             | M                                    | 6,000                                                                                                           | <u>(4)</u>                                                     | 01/29/2020         | Common<br>Stock                                                     | 6,000                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 22.13                                                           |                                         |                                                             |                                      |                                                                                                                 | <u>(5)</u>                                                     | 03/03/2021         | Common<br>Stock                                                     | 15,000                              |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 14.51                                                           | 02/05/2013                              |                                                             | M                                    | 2,441                                                                                                           | <u>(6)</u>                                                     | 11/18/2021         | Common<br>Stock                                                     | 2,441                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 19.89                                                           |                                         |                                                             |                                      |                                                                                                                 | <u>(7)</u>                                                     | 11/16/2022         | Common<br>Stock                                                     | 10,325                              |

## Reporting Owners

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

## Signatures

Ronald J.  
Masciantonio 02/07/2013

\_\_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) Includes 400 shares of unvested restricted stock from the November 19, 2008 grant of 2,000 shares, and 6,400 shares of unvested restricted stock from the March 3, 2011 grant of 8,000 shares, which grants each vest in equal annual installments over a five (5) year period, and 3,201 shares of unvested restricted stock 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 November 18, 2012, and 1,067 shares vest on each of November 18, 2013, November 18, 2014, and November 18, 2015. Also includes 4,190 shares of restricted stock issued to the Reporting Person by the Issuer on November 16, 2012, 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.

(2) The options were fully vested and exercisable on August 7, 2011.

(3) 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. All of the remaining outstanding November 19, 2008 options are unvested.

(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. All of the remaining outstanding January 29, 2010 options 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 March 3, 2011 options are vested and 12,000 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. All of the remaining outstanding November 18, 2011 options 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. All November 16, 2012 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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