

Destination Maternity Corp  
 Form 4  
 November 20, 2009

**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 \*  
**MATTHIAS REBECCA C**

(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)  
 11/18/2009

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)  
 President & CCO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
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 Stock    11/19/2009          S    1,100    D    \$ 20.5    59,726          I          By Husband

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

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(9-02)

**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
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	<u>(2)</u> 10/02/2010	Common Stock	36,294
Option (Right to Buy)	\$ 9.5	11/18/2009		M	23,706	<u>(2)</u> 10/02/2010	Common Stock	23,706
Option (Right to Buy)	\$ 9.5	11/18/2009		D	39,658	<u>(2)</u> 10/02/2010	Common Stock	39,658
Option (Right to Buy)	\$ 9.5	11/18/2009		M	20,342	<u>(2)</u> 10/02/2010	Common Stock	20,342
Option (Right to Buy)	\$ 7.7	11/18/2009		D	9,160	<u>(3)</u> 11/15/2011	Common Stock	9,160
Option (Right to Buy)	\$ 7.7	11/18/2009		M	5,840	<u>(3)</u> 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	(4)	11/24/2014	Common Stock	9,802
Option (Right to Buy)	\$ 10.01	11/18/2009	D	16,206	(5)	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

11/20/2009

\*\*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.
- (1) 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.

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