

TIRNAUER JUDD P
 Form 4
 May 01, 2012

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)

04/29/2012

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 & CFO

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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	04/29/2012		M		464 A \$ 3.515		35,787 ⁽¹⁾ D
Common Stock	04/29/2012		M		2,241 A \$ 11.89		38,028 ⁽¹⁾ 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	04/29/2012		D	336	<u>(2)</u> 11/19/2018	Common Stock	336
Stock Options (Right to Buy)	\$ 3.515	04/29/2012		M	464	<u>(2)</u> 11/19/2018	Common Stock	464
Stock Options (Right to Buy)	\$ 11.89	04/29/2012		D	5,759	<u>(4)</u> 01/29/2020	Common Stock	5,759
Stock Options (Right to Buy)	\$ 11.89	04/29/2012		M	2,241	<u>(4)</u> 01/29/2020	Common Stock	2,241
Stock Options (Right to Buy)	\$ 22.13					<u>(5)</u> 03/31/2021	Common Stock	20,000
Stock Options (Right to Buy)	\$ 14.51					<u>(6)</u> 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			EVP & CFO	

PHILADELPHIA, PA 19123

Signatures

Judd P. Tirnauer

05/01/2012

__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 13,200 shares of unvested restricted stock, including 400 shares from the November 21, 2007 grant of 2,000 shares, 4,000 shares from the July 23, 2008 grant of 10,000 shares, 800 shares from the November 19, 2008 grant of 2,000 shares, and 8,000 shares from the

(1) March 3, 2011 grant of 10,000 shares, which grants each 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 equal annual installments over a four (4) year period.

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

(3) The inherent value of the shares underlying these options being surrendered to the Issuer is being applied to pay the exercise price and applicable tax withholdings for the option exercise reported in the next line in this Table II.

(4) 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. All of the remaining outstanding January 29, 2010 options are unvested.

(5) 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. 4,000 of the March 3, 2011 options are vested and 16,000 are unvested.

(6) 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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