

BODY CENTRAL CORP

Form 4

August 28, 2012

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 *
Weinstein Allen

(Last) (First) (Middle)

C/O BODY CENTRAL
CORP., 6225 POWERS AVE.

(Street)

JACKSONVILLE, FL 32217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BODY CENTRAL CORP [BODY]

3. Date of Earliest Transaction
(Month/Day/Year)

08/24/2012

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 ____X____ Other (specify
below) below)

Former President & CEO

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 | 08/24/2012 | | M | 7,500 A | \$ 3.94 28,472 ⁽¹⁾ | D | |
| Common Stock | 08/24/2012 | | S | 7,500 D | \$ 8.5742 20,972 ⁽¹⁾ ⁽²⁾ | D | |
| Common Stock | 08/27/2012 | | M | 10,000 A | \$ 3.94 30,972 ⁽¹⁾ | D | |
| Common Stock | 08/27/2012 | | S | 10,000 D | \$ 8.7188 20,972 ⁽¹⁾ ⁽³⁾ | D | |

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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) | | | |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 3.94 | 08/24/2012 | | M | | 7,500 | | <u>(4)</u> | 10/12/2019 | Common Stock | 7,500 |
| Employee Stock Option (Right to Buy) | \$ 3.94 | 08/27/2012 | | M | | 10,000 | | <u>(4)</u> | 10/12/2019 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-----------------------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| Weinstein Allen C/O BODY CENTRAL CORP. 6225 POWERS AVE. JACKSONVILLE, FL 32217 | Former President & CEO |

Signatures

/s/ Julia B. Davis, Attorney-in-Fact for Allen
Weinstein 08/28/2012

 **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 20,972 restricted shares granted pursuant to the Company's Equity Incentive Plan, 10,122 of which 25% vest on September 16,

- (1) 2012, with the balance vesting in 12 equal quarterly installments and 10,850 of which 25% vest on April 16, 2013, with the balance vesting in 12 equal quarterly installments.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.51 to \$8.73, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

- (2)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.60 to \$8.75, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

- (3)

- (4) Shares subject to vesting ending August 3, 2013.

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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