

Destination Maternity Corp
Form 4
June 03, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Daniel Christopher F

(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)
06/01/2014

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)
President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | (D) | |
| Common Stock | 06/01/2014 | | F | | 610 ⁽¹⁾ | D | \$ 23.13 |
| | | | | | 17,604 ⁽²⁾ ⁽³⁾ | 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)

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) 610 shares were surrendered to the Issuer to pay applicable tax withholdings on the June 1, 2014 vest of 2,000 shares from the June 1, 2011 grant of 10,000 shares.

(2) Includes 4,000 shares of unvested restricted stock from the June 1, 2011 grant of 10,000 shares, which shares vest in equal annual installments over a five (5) year period beginning on June 1, 2012, 1,094 shares of unvested restricted stock from the November 18, 2011 grant of 2,188 shares, which shares vest in equal annual installments over a four (4) year period beginning on November 18, 2012, and 3,535 shares of unvested restricted stock from the November 16, 2012 grant of 4,713 shares, which shares vest in annual installments over a four (4) year period beginning on November 16, 2013 as follows: 1,178 shares vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 1,179 shares vest on November 16, 2016.

(3) Also includes 3,893 shares of restricted stock issued to the Reporting Person by the Issuer on December 4, 2013, which shares vest in four (4) annual installments beginning on December 4, 2014 as follows: 973 shares vest on each of December 4, 2014, December 4, 2015, and December 4, 2016, and 974 shares vest on December 4, 2017.

(4) On June 1, 2011, 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 June 1, 2012. 8,000 of the remaining outstanding June 1, 2011 options are vested and 16,000 are unvested.

(5) On November 18, 2011, options to purchase 5,006 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on November 18, 2012 as follows: 1,251 options vest on each of November 18, 2012 and November 18, 2014, and 1,252 options vest on each of November 18, 2013 and November 18, 2015. All 2,503 of the remaining outstanding November 18, 2011 options are unvested.

(6) On November 16, 2012, options to purchase 11,615 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: 2,903 options vest on November 16, 2013, and 2,904 options vest on each of November 16, 2014, November 16, 2015, and November 16, 2016. All 8,712 of the remaining outstanding November 16, 2012 options are unvested.

(7) On December 4, 2013, options to purchase 9,248 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on December 4, 2014. All December 4, 2013 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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