Destination Maternity Corp Form 4

November 20, 2009

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MATTHIAS DAN W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Destination Maternity Corp [DEST]

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O DESTINATION MATERNITY

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

11/18/2009

_X__ Director 10% Owner Officer (give title _ Other (specify

CORPORATION, 456 NORTH FIFTH STREET

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PHILADELPI	HIA, PA	19123
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(C	ity)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ities Acqu	ired, Disposed of	, or Beneficiall	ly Owned
1.Title Securit (Instr. 3	у	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Comn Stock		11/18/2009		M	20,342	A	\$ 9.5	43,764	D	
Comn Stock		11/18/2009		M	5,840	A	\$ 7.7	49,604	D	
Comn Stock		11/18/2009		M	9,802	A	\$ 12.86	59,406	D	
Comn Stock		11/18/2009		M	7,794	A	\$ 10.01	67,200	D	
Comn Stock		11/19/2009		S	1,100	D	\$ 20.5	66,100	D	

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Common	11/18/2009	N 1	22.706 4	¢ 0.5	10.751	т	D., W.f.
Stock	11/18/2009	IVI	23,706 A	\$ 9.5	40,734	1	By Wife

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 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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
Option (Right to Buy)	\$ 9.5	11/18/2009		D		39,658	<u>(1)</u>	10/02/2010	Common Stock	39,658
Option (Right to Buy)	\$ 9.5	11/18/2009		M		20,342	<u>(1)</u>	10/02/2010	Common Stock	20,342
Option (Right to Buy)	\$ 7.7	11/18/2009		D		9,160	(2)	11/15/2011	Common Stock	9,160
Option (Right to Buy)	\$ 7.7	11/18/2009		M		5,840	(2)	11/15/2011	Common Stock	5,840
Option (Right to Buy)	\$ 12.86	11/18/2009		D		30,198	<u>(3)</u>	11/24/2014	Common Stock	30,198
Option (Right to Buy)	\$ 12.86	11/18/2009		M		9,802	(3)	11/24/2014	Common Stock	9,802
Option (Right to Buy)	\$ 10.01	11/18/2009		D		16,206	<u>(4)</u>	11/28/2015	Common Stock	16,206
Option (Right to Buy)	\$ 10.01	11/18/2009		M		7,794	<u>(4)</u>	11/28/2015	Common Stock	7,794

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Option (Right to Buy)	\$ 9.5	11/18/2009	D	36,294	<u>(1)</u>	10/02/2010	Common Stock	36,294
Option (Right to Buy)	\$ 9.5	11/18/2009	M	23,706	<u>(1)</u>	10/02/2010	Common Stock	23,706

Reporting Owners

Reporting Owner Name / Address	Relationships					
. Fr G	Director	10% Owner	Officer	Other		
MATTHIAS DAN W C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123	X					

Signatures

Dan W. Matthias signed by Ronald J. Masciantonio under Power of Attorney

**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) The options were fully vested and exercisable on October 2, 2000.
- (2) The options were fully vested and exercisable on November 15, 2001.
- (3) The options were fully vested and exercisable on November 24, 2004.
- The options granted on November 28, 2005 vest and become exercisable in five (5) equal annual installments beginning on November 28, 2006.
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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