

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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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 \*  
MATTHIAS DAN W

(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)

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  | (A) or (D)   | Price   |        |   |
| Common Stock                    | 11/18/2009                           |  | M                              |   | 20,342  | A  | \$ 9.5  | 43,764 | D |
| Common Stock                    | 11/18/2009                           |  | M                              |   | 5,840   | A  | \$ 7.7  | 49,604 | D |
| Common Stock                    | 11/18/2009                           |  | M                              |   | 9,802   | A  | \$ 12.86  | 59,406 | D |
| Common Stock                    | 11/18/2009                           |  | M                              |   | 7,794   | A  | \$ 10.01  | 67,200 | D |
| Common Stock                    | 11/19/2009                           |  | S                              |   | 1,100   | D  | \$ 20.5   | 66,100 | D |

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Common Stock      11/18/2009      M      23,706      A      \$ 9.5      40,754      I      By Wife

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)                      | \$ 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   | <u>(2)</u> 11/15/2011                                    | Common Stock  | 9,160                         |
| Option (Right to Buy)                      | \$ 7.7   | 11/18/2009                           |  | M                              | 5,840   | <u>(2)</u> 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   | <u>(3)</u> 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<br>(Right to Buy) | \$ 9.5 | 11/18/2009 | D | 36,294 | <u>(1)</u> | 10/02/2010 | Common Stock | 36,294 |
| Option<br>(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 |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MATTHIAS DAN W<br>C/O DESTINATION MATERNITY CORPORATION<br>456 NORTH FIFTH STREET<br>PHILADELPHIA, PA 19123 | X             |           |         |       |

## Signatures

Dan W. 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).
- (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.
- (4) 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.