SEC Form 4

П

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

1. Name and Address of Reporting Person [*] <u>LEVIN DAVID A</u>		Person [*]	2. Issuer Name and Ticker or Trading Symbol DESTINATION XL GROUP, INC. DXLG		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/03/2013	X	Officer (give title below)	Other (specify below)				
					President,	CEO				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applic Line)					
-			—	X	Form filed by One Re	eporting Person				
(City)	(State)	(Zip)			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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, \$0.01 par value	10/03/2013		S ⁽¹⁾		5,000	D	\$6.511 ⁽²⁾	1,245,915	D	
Common Stock, \$0.01 par value								15,500	I	By spouse's IRA account.
Common Stock, \$0.01 par value								3,539	Ι	Reporting Person's shares held in the Company's 401(k)Plan as stated in Plan Statement dated 10/3/13

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. Transa Code (8)		of Deriv Secu Acqu (A) or Dispo of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) Chate Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 29, 2013.

2. Price represents the weighted average price with respect to shares sold on this date. This transaction was executed in multiple trades ranging from \$6.50 to \$6.53. The Reporting Person hereby undertakes to provide upon request to the SEC and the Issuer of any stockholder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

David A. Levin

10/04/2013

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Date