FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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| 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).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) DESTINATION XL GROUP, INC. [ DXLG ] **HERNREICH DENNIS R** Director 10% Owner Officer (give title Other (specify below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) EVP, COO, CFO 11/01/2013 C/O DESTINATION XL GROUP, INC. 555 TURNPIKE STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) X Form filed by One Reporting Person 02021 **CANTON** MA Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of **Execution Date** Transaction Securities Form: Direct Indirect Beneficial Ownership if any (Month/Day/Year) Code (Instr. 5) Beneficially (D) or Indirect (Month/Day/Year) Owned Following 8) (I) (Instr. 4) Reported (Instr. 4) (A) or (D) Transaction(s) Price Code ٧ Amount (Instr. 3 and 4) S<sup>(1)</sup> Common Stock, \$0.01 par value 11/01/2013 D \$6.77(2) 620,436 D 2,833 Reporting Person's shares held in Company's 401(k) Common Stock, \$0.01 par value 14,504 Ī Plan as stated in Plan Statement dated 11/4/13. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Conversion **Execution Date** Transaction Expiration Date (Month/Day/Year) Amount of Derivative derivative Ownership of Indirect (Month/Day/Year) Code (Instr. Derivative Securities Securities Form: Beneficial or Exercise Direct (D) (Month/Day/Year) (Instr. 3) Price of 8) Beneficially Securities Underlying (Instr. 5) Ownership Derivative Acquired Derivative Owned or Indirect (Instr. 4) Security (A) or Disposed Security (Instr. 3 Following (I) (Instr. 4) and 4) Reported of (D) (Instr. 3, 4 (Instr. 4) and 5) Amount

## 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 26, 2013.

Code

(A) (D)

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.75 to \$6.91, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, 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 ranges set forth in footnote (2) to this Form 4.

## Remarks:

Dennis R. Hernreich

Number

Shares

Expiration

11/05/2013

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.