SEC Form 4

FORM 4

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

Ir

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Instruction 1(D).

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

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

	1 0	n*	2. Issuer Name and Ticker or Trading Symbol DESTINATION XL GROUP, INC. [DXLG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>KTEESJOHNE</u>			, <u></u> ,,	X	Director	10% Owner			
	Ast) (First) (Middle) /O VERA BRADLEY, INC. 208 PRODUCTION ROAD				Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2013		below)	below)			
C/O VERA BRA	DLEY, INC.		10/31/2013						
2208 PRODUCTION ROAD									
	(First) (Middle) /ERA BRADLEY, INC. PRODUCTION ROAD		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	Check Applicable			
(Street)				X	Form filed by One Repor	ting Person			
FORT WAYNE	IN	46808			Form filed by More than Person	One Reporting			
(City)	(State)	(Zip)							

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	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)

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		6. Date 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)	derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (Right to Buy)	\$6.95	10/31/2013		А		133 ⁽¹⁾		10/31/2013 ⁽²⁾	10/31/2023	Common Stock	133	\$0	133	D	

Explanation of Responses:

1. Shares issued pursuant to the Director's elected form of compensation for participation in meetings of the Board of Directors and/or its committees

2. 45 shares are currently exercisable and 44 shares will become exercisable on October 31, 2014 and 44 shares will become exercisable on October 31, 2015. .

Remarks:

David A. Levin, Attorney-in-Fact for John E. Kyees

<u>11/01/2</u>013

** Signature of Reporting Person

Date

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.