

Angelo Beth
Form 4
May 07, 2012

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Angelo Beth

(Last) (First) (Middle)

C/O BODY CENTRAL
CORP., 6225 POWERS AVENUE

(Street)

JACKSONVILLE, FL 32217

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BODY CENTRAL CORP [BODY]

3. Date of Earliest Transaction
(Month/Day/Year)

05/03/2012

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)

EVP & Chief Merchandising Ofcr

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)
Common Stock	05/03/2012		M	8,095	A \$ 3.94	87,639 ⁽¹⁾	D
Common Stock	05/03/2012		S	8,095 ⁽²⁾	D \$ 29.1541 ⁽³⁾	79,544 ⁽¹⁾	D
Common Stock	05/03/2012		S	25,904 ⁽²⁾	D \$ 29.1541 ⁽³⁾	206,742	I
							See Footnote 4 ⁽⁴⁾

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

**Persons who respond to the collection of
information contained in this form are not**

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(9-02)

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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
Employee Stock Option (right to buy)	\$ 3.94	05/03/2012		M	8,095	<u>(5)</u> 10/12/2019	Common Stock	8,095

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Angelo Beth C/O BODY CENTRAL CORP. 6225 POWERS AVENUE JACKSONVILLE, FL 32217	X		EVP & Chief Merchandising Ofcr	

Signatures

/s/ Julia B. Davis, Attorney-in-Fact for Beth Angelo

05/07/2012

**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) Includes 8,435 restricted shares granted pursuant to the Company's Equity Incentive Plan. Shares vest 25% per year beginning on September 16, 2012.
- (2) The reported sales were made pursuant to Rule 10b5-1 trading plans.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.67 to \$29.61, inclusive. The reporting person undertakes to provide to Body Central Corp., any security holder of Body Central Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate

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price within the range set forth herein.

- (4) Shares are owned by the reporting person's father. The reporting person has sole voting and investment power of these shares. The reporting person disclaims beneficial ownership of these shares.
- (5) Twenty-five percent of the shares underlying the option vested on October 12, 2010. The balance of the shares vest in 12 equal quarterly installments beginning January 12, 2011 and ending October 12, 2013.

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

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