

Angelo Beth
 Form 4
 February 03, 2012

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 *
 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)

02/01/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/01/2012 | | S | | 11,538 ⁽¹⁾ | D | \$ 26.3022 ⁽²⁾ |
| Common Stock | 02/02/2012 | | M | | 6,171 | A | \$ 3.94 |
| Common Stock | 02/02/2012 | | S | | 346 ⁽¹⁾ | D | \$ 24.9756 ⁽⁴⁾ |
| Common Stock | 02/02/2012 | | S | | 4,250 ⁽¹⁾ | D | \$ 25.7053 ⁽⁵⁾ |

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Common Stock 02/02/2012 S 5,037⁽¹⁾ D \$ 26.2164 124,543 ⁽³⁾ D (6)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 3.94 | 02/02/2012 | | M | 6,171 | <u>(7)</u> 10/12/2020 | Common Stock | 6,171 |

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/ Michael B. Kirwan, Attorney-in-Fact for Beth Angelo

02/03/2012

 **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) The reported sales were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.02 to \$26.87, 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 price within the range set forth herein.

(3) Includes 8,435 restricted shares granted pursuant to the Company's Equity Incentive Plan. Shares vest 25% per year beginning on September 16, 2012.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.97 to \$24.99, 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 price within the range set forth herein.

(5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.997, 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 price within the range set forth herein.

(6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.465, 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 price within the range set forth herein.

(7) 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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