

CUNNINGHAM MICHAEL

Form 4

April 02, 2012

FORM

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**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)

<p>1. Name and Address of Reporting Person * - CUNNINGHAM MICHAEL (Last) (First) (Middle) C/O AEROPOSTALE, INC., 112 W 34TH ST (Street) NEW YORK, NY 10120 (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol AEROPOSTALE INC [ARO] 3. Date of Earliest Transaction (Month/Day/Year) 03/29/2012 4. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	03/29/2012		A	(A) or (D) 33,934 (1)	\$ 21.6355 232,205	D	
Common Stock	03/29/2012		F(2)	13,742	\$ 22.01 218,463	D	
Common Stock	03/29/2011		S	30,000	\$ 21.6355 188,463 (3)	D	

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

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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. Price of Derivative Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUNNINGHAM MICHAEL C/O AEROPOSTALE, INC. 112 W 34TH ST NEW YORK, NY 10120	X		President	

Signatures

/s/ Joseph Pachella as attorney-in-fact for Michael J. Cunningham. 04/02/2012

**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) Pursuant to the Issuer's compensation program; these are performance based shares of the Issuers common stock issued to the Reporting Person on March 29, 2012.
- (2) Pursuant to a previous election by the Reporting Person this sale of Common Stock was made for the purpose of satisfying the Reporting Person's tax liability related to the March 29, 2012 vesting of performance based shares of the issuer's common stock. Included in these shares are 10,639 restricted shares of common stock that vest on March 14, 2013, 21,277 restricted shares of
- (3) Common Stock that vest on March 14, 2013, 13,987 restricted shares of common stock that vest on March 26, 2013 and 23,202 restricted shares of common stock that vest on March 27, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.