

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**  
SEC Accession No. [0001209191-13-002825](#)

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### ISSUER

#### **WARNACO GROUP INC /DE/**

CIK:[801351](#) | IRS No.: [954032739](#) | State of Incorporation: **DE** | Fiscal Year End: **1229**  
SIC: **2340** Women's, misses', children's & infants' undergarments

Mailing Address  
*501 SEVENTH AVENUE  
NEW YORK NY 10018*

Business Address  
*501 SEVENTH AVENUE  
NEW YORK NY 10018  
(212) 287-8000*

### REPORTING OWNER

#### **MEYER DWIGHT**

CIK:[1222723](#)  
Type: **4** | Act: **34** | File No.: [001-10857](#) | Film No.: [13523684](#)

Mailing Address  
*142 WEST 57TH ST  
NEW YORK NY 10019*

# FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

<b>1. Name and Address of Reporting Person</b> <u>MEYER DWIGHT</u>  (Last) (First) (Middle)  C/O THE WARNACO GROUP, INC., 501 SEVENTH AVENUE  (Street)  NEW YORK, NY 10018  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>WARNACO GROUP INC /DE/ [WRC]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> 01/08/2013  <b>4. If Amendment, Date Original Filed(Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres Global Sourc, Dist & Log  <b>6. Individual or Joint/Group Filing</b> (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted stock units	(1)	01/08/2013		A		4,735		(2)	(2)	Common Stock, par value \$0.01 per share	4,735	(3)	7,688	D	

**Explanation of Responses:**

1. Each restricted stock unit represents the right to receive one share of The Warnaco Group, Inc. common stock.

2. Represents restricted stock units earned as of January 8, 2013, based on the issuer's performance for fiscal 2012, pursuant to a March 3, 2010 award of performance units granted under the issuer's stock incentive program. Earned restricted stock units vest on March 3, 2013.
3. Not applicable - grant of restricted stock units.

**Signatures**

/s/ Ericka Alford as Attorney-in-Fact for Dwight Meyer

\*\* Signature of Reporting Person

01/10/2013

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.**