

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-04**
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REPORTING OWNER

STEINBERG BURT

CIK: **1208874**

Type: **4** | Act: **34** | File No.: **000-11736** | Film No.: **06512619**

Mailing Address

*PROVIDENT BANCORP INC
400 RELLA BLVD
MONTEBELLO NY 10901*

Business Address

8453698249

ISSUER

DRESS BARN INC

CIK: **717724** | IRS No.: **060812960** | State of Incorporation: **CT** | Fiscal Year End: **0731**

SIC: **5621** Women's clothing stores

Mailing Address

*30 DUNNIGAN DRIVE
C/O VICE PRESIDENT
FINANCE
SUFFERN NY 10901*

Business Address

*30 DUNNIGAN DR
SUFFERN NY 10901
8453694600*

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

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

1. Name and Address of Reporting Person STEINBERG BURT			2. Issuer Name and Ticker or Trading Symbol DRESS BARN INC [DBRN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2006			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		
C/O THE DRESS BARN, INC., 30 DUNNIGAN DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SUFFERN, NY 10901								
(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 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	01/04/2006		M		10,000	A	\$7.031	15,795	D	
Common	01/04/2006		S		3,000	D	\$40.83	12,795	D	
Common	01/04/2006		S		3,000	D	\$40.9	9,765	D	
Common	01/04/2006		S		2,000	D	\$40.97	7,795	D	

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
Common (1)	\$7.031	01/04/2006		M		10,000		08/10/2000 (2)	08/10/2009	Common	10,000	\$ 0	75,000	D	

Explanation of Responses:

- Granted under The Dress Barn, Inc. 1995 Stock Option Plan
- Exercisable in five equal installments with the first installment on the date indicated

Signatures

Burt Steinberg

** Signature of Reporting Person

01/05/2006

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.