

New York & Company, Inc.
Form 4
October 31, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ristau Ronald W

(Last) (First) (Middle)

450 W. 33RD STREET, 5TH
FLOOR

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
New York & Company, Inc. [NWY]

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2006

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) below)
COO and CFO

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 <u>(1)</u>	10/30/2006		M	15,000 A	\$ 0.11 591,299	D	
Common Stock <u>(1) (2)</u>	10/30/2006		S	15,000 D	\$ 13.247 576,299	D	
Common Stock <u>(3)</u>					75,726	I	RWR Grantor Retained Annuity Trust

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock ⁽¹⁾	\$ 0.11	10/30/2006		M	15,000	<u>(4)</u>	11/27/2012	Common Stock	15,000
Options to Purchase Common Stock	\$ 3.23					<u>(4)</u>	05/14/2014	Common Stock	126,134
Options to Purchase Common Stock	\$ 15.76					<u>(5)</u>	03/15/2016	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ristau Ronald W 450 W. 33RD STREET 5TH FLOOR NEW YORK, NY 10001	X		COO and CFO	

Signatures

/s/ Ronald W.
Ristau

10/31/2006

 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) This exercise of options to purchase Common Stock and the sale of Common Stock are pursuant to the reporting person's 10b5-1 Plan which commenced on August 22, 2006 under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

Includes 568,799 shares of Common Stock. Also, includes 7,500 shares of restricted stock which may become exercisable pursuant to a vesting schedule ending on August 16, 2010 depending on company performance and continued employment through August 16, 2010.
- (2) If certain company performance objectives are met throughout the 4-year vesting period, the restricted stock will vest over the next four years as follows: 938 on February 3, 2007; 1,875 on February 2, 2008; 1,875 on January 31, 2009; 1,875 on January 30, 2010; and 937 on August 16, 2010. If on August 16, 2010, the company's cumulative 4-year performance meets the cumulative 4-year performance objectives, then any unvested shares will vest.
- (3) Represents Common Stock indirectly beneficially owned through the 2004 RWR Grantor Retained Annuity Trust.
- (4) The options to purchase Common Stock are currently exercisable.
- (5) The options become exercisable in five annual installments on the following dates: 3,750 shares on March 15, 2007; 3,750 shares on March 15, 2008; 5,000 shares on March 15, 2009; 6,250 shares on March 15, 2010; and 6,250 shares on March 15, 2011.

Remarks:

Except as outlined above, the filing of this Form shall not be deemed an admission that the reporting person is the beneficial owner of the securities.

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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