

Brooslin Viviano Sandra
 Form 4
 May 04, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Brooslin Viviano Sandra

(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)

04/30/2010

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, Human Resources

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock <u>(1)</u> <u>(2)</u>	04/30/2010		S	V Amount (D) Price 7,600 D \$ 6.4	177,870	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)

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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. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to Purchase Common Stock	\$ 3.94					(3)		12/01/2019		Common Stock	75,000
Options to Purchase Common Stock	\$ 4.74					(4)		03/19/2018		Common Stock	20,000
Options to Purchase Common Stock	\$ 3.28					(5)		03/21/2017		Common Stock	7,756
Options to Purchase Common Stock	\$ 3.28					(6)		03/15/2016		Common Stock	5,303

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brooslin Viviano Sandra 450 W. 33RD STREET 5TH FLOOR NEW YORK, NY 10001			EVP, Human Resources	

Signatures

/s/ Sandra Brooslin Viviano 05/04/2010

__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 sale of common stock is pursuant to the reporting person's 10b5-1 plan, which commenced on March 22, 2010 under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Includes 137,870 shares of common stock and 40,000 shares of restricted stock which are scheduled to cliff vest on April 1, 2013.
- (3) The options become exercisable in four annual installments on the following dates: 18,750 shares on December 1, 2010; 18,750 shares on December 1, 2011; 18,750 shares on December 1, 2012; and 18,750 shares on December 1, 2013.
- (4) The options become exercisable in four annual installments on the following dates: 5,000 shares on March 19, 2009; 5,000 shares on March 19, 2010; 5,000 shares on March 19, 2011; and 5,000 shares on March 19, 2012.
- (5) The options become exercisable on the following dates: 5,817 shares on June 29, 2011 and 1,939 shares on March 21, 2012.
- (6) The options become exercisable on June 29, 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.

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.