

MOTHERS WORK INC
Form 4
January 11, 2008

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 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 *
MATTHIAS REBECCA C

(Last) (First) (Middle)

**C/O MOTHERS WORK, INC., 456
NORTH FIFTH STREET**

(Street)

PHILADELPHIA, PA 19123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOTHERS WORK INC [MWRK]

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2008

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)
PRESIDENT, CCO AND ACTING CMO

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|------------------|-----------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| COMMON STOCK | 01/09/2008 | | M ⁽¹⁾ | | 5,800 | A | \$ 9.13 | 49,222 | D ⁽²⁾ | |
| COMMON STOCK | 01/09/2008 | | S ⁽¹⁾ | | 5,800 | D | \$ 16.08 | 43,422 | D ⁽²⁾ | |
| COMMON STOCK | 01/09/2008 | | M ⁽³⁾ | | 5,700 | A | \$ 9.13 | 22,748 | I | SEE FOOTNOTE ⁽³⁾ |
| COMMON STOCK | 01/09/2008 | | S ⁽³⁾ | | 5,700 | D | \$ 16.07 | 17,048 | I | SEE FOOTNOTE ⁽³⁾ |
| | 01/10/2008 | | M ⁽¹⁾ | | 12,500 | A | \$ 9.13 | 55,922 | D ⁽²⁾ | |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|------------|--------|------------------|-----------------------------|
| COMMON STOCK | | | | | | | | | |
| COMMON STOCK | 01/10/2008 | | S ⁽¹⁾ | 12,500 | D | \$ 15.08 | 43,422 | D ⁽²⁾ | |
| COMMON STOCK | 01/10/2008 | | M ⁽³⁾ | 12,500 | A | \$ 9.13 | 29,548 | I | SEE FOOTNOTE ⁽³⁾ |
| COMMON STOCK | 01/10/2008 | | S ⁽³⁾ | 12,500 | D | \$ 15.07 | 17,048 | I | SEE FOOTNOTE ⁽³⁾ |
| COMMON STOCK | 01/11/2008 | | M ⁽¹⁾ | 6,700 | A | \$ 9.13 | 50,122 | D ⁽²⁾ | |
| COMMON STOCK | 01/11/2008 | | S ⁽¹⁾ | 6,700 | D | \$ 15.6475 | 43,422 | D ⁽²⁾ | |
| COMMON STOCK | 01/11/2008 | | M ⁽³⁾ | 6,800 | A | \$ 9.13 | 23,848 | I | SEE FOOTNOTE ⁽³⁾ |
| COMMON STOCK | 01/11/2008 | | S ⁽³⁾ | 6,800 | D | \$ 15.6506 | 17,048 | I | SEE FOOTNOTE ⁽³⁾ |

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

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 control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| OPTION (RIGHT TO BUY) | \$ 9.13 | 01/09/2008 | | M ⁽¹⁾ | 5,800 | ⁽⁴⁾ | 01/15/2008 | COMMON STOCK | 5,800 |
| | \$ 9.13 | 01/09/2008 | | M ⁽³⁾ | 5,700 | ⁽⁴⁾ | 01/15/2008 | | 5,700 |

| OPTION (RIGHT TO BUY) | | | | | | | | COMMON STOCK | |
|-----------------------|---------|------------|--|------------------|--------|----------------|------------|--------------|--------|
| OPTION (RIGHT TO BUY) | \$ 9.13 | 01/10/2008 | | M ⁽¹⁾ | 12,500 | ⁽⁴⁾ | 01/15/2008 | COMMON STOCK | 12,500 |
| OPTION (RIGHT TO BUY) | \$ 9.13 | 01/10/2008 | | M ⁽³⁾ | 12,500 | ⁽⁴⁾ | 01/15/2008 | COMMON STOCK | 12,500 |
| OPTION (RIGHT TO BUY) | \$ 9.13 | 01/11/2008 | | M ⁽¹⁾ | 6,700 | ⁽⁴⁾ | 01/15/2008 | COMMON STOCK | 6,700 |
| OPTION (RIGHT TO BUY) | \$ 9.13 | 01/11/2008 | | M ⁽³⁾ | 6,800 | ⁽⁴⁾ | 01/15/2008 | COMMON STOCK | 6,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MATTHIAS REBECCA C C/O MOTHERS WORK, INC. 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123 | X | | PRESIDENT, CCO AND ACTING CMO | |

Signatures

REBECCA C. MATTHIAS SIGNED BY RONALD J. MASCIANTONIO UNDER POWER OF ATTORNEY 01/11/2008

__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).

THE OPTIONS WERE EXERCISED AND THE SHARES WERE SOLD PURSUANT TO A 10B5-1 PREARRANGED TRADING PLAN ADOPTED BY THE REPORTING PERSON ON NOVEMBER 21, 2007. THE OPTIONS WERE DUE TO EXPIRE ON JANUARY 15, 2008.

26,374 SHARES OF COMMON STOCK OF THE ISSUER ARE HELD JOINTLY BY THE REPORTING PERSON AND HER HUSBAND, DAN W. MATTHIAS. ON NOVEMBER 22, 2006, 20,000 SHARES OF RESTRICTED STOCK WERE ISSUED TO THE REPORTING PERSON BY THE ISSUER. THESE SHARES VEST IN TWO (2) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 22, 2007. OF THE 10,000 SHARES OF RESTRICTED STOCK THAT VESTED ON NOVEMBER 22, 2007, THE REPORTING PERSON HOLDS 7,048 VESTED SHARES.

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- THE REPORTING PERSON IS DEEMED TO BENEFICIALLY OWN SHARES AND OPTIONS GRANTED TO OR HELD BY HER HUSBAND, DAN W. MATTHIAS. THE OPTIONS WERE EXERCISED AND THE SHARES WERE SOLD PURSUANT TO A 10B5-1 PREARRANGED TRADING PLAN ADOPTED BY THE REPORTING PERSON'S HUSBAND, DAN W. MATTHIAS, ON NOVEMBER 21, 2007. THE OPTIONS WERE DUE TO EXPIRE ON JANUARY 15, 2008. ON NOVEMBER 22, 2006, 20,000
- (3) SHARES OF RESTRICTED STOCK WERE ISSUED TO THE REPORTING PERSON'S HUSBAND, DAN W. MATTHIAS, BY THE ISSUER. THESE SHARES VEST IN TWO (2) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 22, 2007. OF THE 10,000 SHARES OF RESTRICTED STOCK THAT VESTED ON NOVEMBER 22, 2007, THE REPORTING PERSON'S HUSBAND, DAN W. MATTHIAS, HOLDS 7,048 VESTED SHARES.
- (4) THE OPTIONS VESTED AND WERE EXERCISABLE ON JANUARY 15, 1999.

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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