

MOTHERS WORK INC
 Form 3
 January 25, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â HENDRICKSON LISA
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 01/24/2008

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Chief Merchandising Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

(Street)

PHILADELPHIA,Â PAÂ 19123

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

1,694 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Options (Right to Buy) | Â (2) | 11/15/2011 | Common Stock | 100 | \$ 7.7 | D | Â |
| Stock Options (Right to Buy) | Â (3) | 11/20/2012 | Common Stock | 1,000 | \$ 37.05 | D | Â |
| Stock Options (Right to Buy) | Â (4) | 11/24/2014 | Common Stock | 800 | \$ 12.86 | D | Â |
| Stock Options (Right to Buy) | Â (5) | 11/28/2015 | Common Stock | 1,000 | \$ 10.01 | D | Â |
| Stock Options (Right to Buy) | Â (6) | 05/12/2016 | Common Stock | 5,000 | \$ 29.24 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HENDRICKSON LISA C/O MOTHERS WORK, INC. 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123 | Â | Â | Â Chief Merchandising Officer | Â |

Signatures

Lisa
Hendrickson

01/25/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

On November 21, 2007, 1,000 shares of restricted stock were issued to the Reporting Person by the Issuer. These shares vest in five (5) equal annual installments beginning on November 21, 2008. On November 22, 2006, 750 shares of restricted stock were issued to the

- (1) Reporting Person by the Issuer. These shares vest in five (5) equal annual installments beginning on November 22, 2007. Of the 150 shares of restricted stock that vested on November 22, 2007, the Reporting Person turned in 56 shares to settle minimum required tax withholding obligations, and currently holds 94 vested shares.
- (2) The original grant was for 500 shares. The options vested and became exercisable in five (5) equal annual installments beginning on November 15, 2002.
- (3) The options vested and became exercisable in five (5) equal annual installments beginning on November 20, 2003.
- (4) The original grant was for 1,000 shares. The options vest and become exercisable in five (5) equal annual installments beginning on November 24, 2005.
- (5) The options vest and become exercisable in five (5) equal annual installments beginning on November 28, 2006.
- (6) The options vest and become exercisable in five (5) equal annual installments beginning on May 12, 2007.

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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