

MOTHERS WORK INC
Form 4
November 27, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HITCHNER ELAM M III

(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)

11/22/2006

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)

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	(A) or (D)	Price
COMMON STOCK	11/22/2006		M		2,000	A	\$ 9.125
COMMON STOCK	11/22/2006		S		2,000	D	\$ 52.5718
COMMON STOCK	11/22/2006		M		2,000	A	\$ 12.25
COMMON STOCK	11/22/2006		S		2,000	D	\$ 52.5718
COMMON STOCK	11/22/2006		M		2,000	A	\$ 11.0625

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COMMON STOCK	11/22/2006	S	2,000	D	\$ 52.5718	9,500	D
COMMON STOCK	11/22/2006	S	9,500	D	\$ 52.5718	0	D

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 (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
STOCK OPTIONS (RIGHT TO BUY)	\$ 9.125	11/22/2006		M	2,000	01/15/1998 01/15/2008	COMMON STOCK	2,000
STOCK OPTIONS (RIGHT TO BUY)	\$ 12.25	11/22/2006		M	2,000	01/22/1999 01/22/2009	COMMON STOCK	2,000
STOCK OPTIONS (RIGHT TO BUY)	\$ 11.0625	11/22/2006		M	2,000	01/20/2000 01/20/2010	COMMON STOCK	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HITCHNER ELAM M III C/O MOTHERS WORK, INC. 456 NORTH FIFTH STREET	X			

PHILADELPHIA, PA 19123

Signatures

ELAM M. HITCHNER, III SIGNED BY DAN W. MATTHIAS UNDER POWER OF ATTORNEY

11/27/2006

__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).

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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