

MOTHERS WORK INC

Form 4

February 05, 2007

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 *
MANGINI DAVID

(Last) (First) (Middle)

2652 MILL RD

(Street)

DOYLESTOWN, PA 18901

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/01/2007		M		5,000	A \$ 10.2	11,000 ⁽¹⁾	D	
Common Stock	02/01/2007		S		5,000	D \$ 34.82	6,000 ⁽¹⁾	D	
Common Stock	02/01/2007		M		1,000	A \$ 10.01	7,000 ⁽¹⁾	D	
Common Stock	02/01/2007		S		1,000	D \$ 34.82	6,000 ⁽¹⁾	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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 10.2	02/01/2007		M		5,000		<u>(2)</u>	08/06/2011	Common Stock	5,000
Stock Options (Right to Buy)	\$ 10.01	02/01/2007		M		1,000		<u>(3)</u>	11/28/2015	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MANGINI DAVID 2652 MILL RD DOYLESTOWN, PA 18901	Executive Vice President

Signatures

David Mangini 02/05/2007
 **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).

6,000 OF THESE SHARES ARE SHARES OF RESTRICTED STOCK ISSUED TO THE REPORTING PERSON BY THE ISSUER
 (1) ON NOVEMBER 22, 2006. THESE SHARES VEST IN FIVE (5) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 22, 2007.

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- (2) THE OPTIONS VESTED AND BECAME EXERCISABLE IN FIVE (5) EQUAL ANNUAL INSTALLMENTS BEGINNING ON AUGUST 6, 2002.
- (3) THE OPTIONS VEST AND BECOME EXERCISABLE IN FIVE (5) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 28, 2006.

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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