

MOTHERS WORK INC
Form 4
November 26, 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 *
MATTHIAS DAN W

(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)

11/22/2007

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)

CHIEF EXECUTIVE OFFICER

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)
COMMON STOCK	11/22/2007		F	(A) or (D) D	Amount 2,952 (1) Price \$ 16.33	43,422	D (1) (2)
COMMON STOCK	11/22/2007		F	(A) or (D) D	Amount 2,952 (3) Price \$ 16.33	40,470	I (2)
							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
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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHIAS DAN W C/O MOTHERS WORK, INC. 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123	X		CHIEF EXECUTIVE OFFICER	

Signatures

DAN W.
MATTHIAS 11/26/2007

__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).

- 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. ON
- (1) NOVEMBER 22, 2007, THE REPORTING PERSON TURNED IN 2,952 SHARES OF RESTRICTED STOCK TO SETTLE THE MINIMUM REQUIRED TAX WITHHOLDING OBLIGATIONS ARISING FROM THE NOVEMBER 22, 2007 VESTING OF 10,000 SHARES OF RESTRICTED STOCK.
- (2) 26,374 SHARES OF COMMON STOCK OF THE ISSUER ARE HELD JOINTLY BY THE REPORTING PERSON AND HIS WIFE, REBECCA C. MATTHIAS.
- ON NOVEMBER 22, 2006, 20,000 SHARES OF RESTRICTED STOCK WERE ISSUED TO THE REPORTING PERSON'S WIFE, REBECCA C. MATTHIAS. THESE SHARES VEST IN TWO (2) EQUAL ANNUAL INSTALLMENTS BEGINNING ON
- (3) NOVEMBER 22, 2007. THE REPORTING PERSON IS DEEMED TO BENEFICIALLY OWN THE SHARES HELD BY HIS WIFE. ON NOVEMBER 22, 2007, REBECCA C. MATTHIAS TURNED IN 2,952 SHARES OF RESTRICTED STOCK TO SETTLE THE MINIMUM REQUIRED TAX WITHHOLDING OBLIGATIONS ARISING FROM THE NOVEMBER 22, 2007 VESTING OF 10,000 SHARES OF RESTRICTED STOCK.

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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