

MOTHERS WORK INC

Form 4

January 22, 2008

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENFELD ERIC

(Last) (First) (Middle)

**C/O CRESCENDO PARTNERS II,
L.P., 825 THIRD AVENUE, 40TH
FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock, \$0.01 par value	01/17/2008		P		3,000	A	\$ 15 596,759
						I ⁽¹⁾	By Crescendo Partners II, L.P., Series K ⁽²⁾
Common Stock, \$0.01 par value					84,623	I	Crescendo Partners III, L.P. ⁽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.

SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene 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
ROSENFELD ERIC C/O CRESCENDO PARTNERS II, L.P. 825 THIRD AVENUE, 40TH FLOOR NEW YORK, NY 10022		X		
CRESCENDO INVESTMENTS II LLC 825 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022				See Explanation of Responses
CRESCENDO INVESTMENTS III LLC 825 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022				See Explanation of Responses
CRESCENDO PARTNERS II LP 825 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022				See Explanation of Responses
CRESCENDO PARTNERS III LP 825 THIRD AVENUE 40TH FLOOR NEW YORK, NY 10022				See Explanation of Responses

01/22/2008

Date _____

01/22/2008

Date _____

01/22/2008

Date _____

01/22/2008

Date _____

01/22/2008

Date _____

Explanation of Responses:

- (1) This Form 4 is filed jointly by Crescendo Partners II, L.P., Series K ("Crescendo Partners II"), Crescendo Investments II, LLC, ("Crescendo Investments II"), Crescendo Partners III, L.P., ("Crescendo Partners III"), Crescendo Investments III, LLC, ("Crescendo Investments III") and Eric Rosenfeld (collectively the "Reporting Persons"). Crescendo Investments II is the general partner of Crescendo Partners II. Crescendo Investments III is the general partner of Crescendo Partners III. The managing member of each of Crescendo Investments II and Crescendo Investments III is Eric Rosenfeld. Each Reporting Person disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (3) Consists of Shares owned by Crescendo Partners III. Crescendo Investments III, as the general partner of Crescendo Partners III, may be deemed to beneficially own the Shares owned by Crescendo Partners III. Mr. Rosenfeld, as the managing member of Crescendo Investments III, may be deemed to beneficially own the Shares beneficially owned by Crescendo Partners III. Each of Mr. Rosenfeld and Crescendo Investments III disclaims beneficial ownership of the Shares owned by Crescendo Partners III except to the extent of his or its pecuniary interest therein.

Signatures