

MOTHERS WORK INC  
Form 4  
September 25, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mill Road Capital, L.P.

(Last) (First) (Middle)

TWO SOUND VIEW  
DRIVE, SUITE 300

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MOTHERS WORK INC [MWRK]

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

09/23/2008

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 09/23/2008                           |  | P                              |   | 35,597  | A  | \$ 13.8849  |
| Common Stock                    | 09/23/2008                           |  | P                              |   | 2,151   | A  | \$ 13.897   |
| Common Stock                    | 09/23/2008                           |  | P                              |   | 499   | A  | \$ 13.78  |
| Common Stock                    | 09/24/2008                           |  | P                              |   | 4,000   | A  | \$ 13.9   |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Mill Road Capital, L.P.<br>TWO SOUND VIEW DRIVE<br>SUITE 300<br>GREENWICH, CT 06830  |               | X         |         |       |
| Mill Road Capital GP LLC<br>TWO SOUND VIEW DRIVE<br>SUITE 300<br>GREENWICH, CT 06830 |               | X         |         |       |
| LYNCH THOMAS E<br>TWO SOUND VIEW DRIVE<br>SUITE 300<br>GREENWICH, CT 06830           |               | X         |         |       |
| Goldman Charles<br>TWO SOUND VIEW DRIVE<br>SUITE 300<br>GREENWICH, CT 06830          |               | X         |         |       |
| Scharfman Scott<br>TWO SOUND VIEW DRIVE<br>SUITE 300<br>GREENWICH, CT 06830          |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Thomas E. Lynch, Management Committee Director and Chairman of sole general partner on behalf of Mill Road Capital, L.P. | 09/25/2008 |
| __Signature of Reporting Person  | Date       |
| /s/ Thomas E. Lynch, Management Committee Director and Chairman on behalf of Mill Road Capital GP LLC                        | 09/25/2008 |
| __Signature of Reporting Person  | Date       |
| /s/ Thomas E. Lynch  | 09/25/2008 |
| __Signature of Reporting Person  | Date       |
| /s/ Thomas E. Lynch on behalf of Charles M. B. Goldman, by power of attorney   | 09/25/2008 |
| __Signature of Reporting Person  | Date       |
| /s/ Thomas E. Lynch on behalf of Scott P. Scharfman, by power of attorney  | 09/25/2008 |
| __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).

These shares are held by Mill Road Capital, L.P. (the "Fund"). Mill Road Capital GP LLC (the "GP") is the sole general partner of the (1) Fund, and Thomas Lynch, Charles Goldman and Scott Scharfman are the Management Committee Directors of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.