Edgar Filing: MOTHERS WORK INC - Form 4

MOTHERS V Form 4	VORK INC										
November 26	, 2007										
FORM Check this	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								APPROVAL 3235-0287 January 31,	
if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed purs s Section 17(a)	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							Estimate burden h response	2005 d average ours per	
(Print or Type Re	esponses)										
MATTHIAS DAN W Sy				2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
		MOTHERS WORK INC [MWRK]				ĸĸj	(Check all applicable)				
(Month/				Date of Earliest Transaction 0nth/Day/Year) 22/2007				_X_ Director10% Owner _X_ Officer (give title Other (specify below) below) CHIEF EXECUTIVE OFFICER			
				nendment, Date Original onth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PHILADELF	PHIA, PA 19123							Form filed by Person			
(City)	(State) (Z	Zip)	Table	I - Non-D	erivative	Secur	ities Aca	uired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount	ties A spose	cquired d of (D)	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	2,952 (1)	D	\$ 16.33	43,422	D (1) (2)		

 COMMON
STOCK
 11/22/2007
 F
 $\frac{2,952}{(3)}$ D
 $\frac{\$}{16.33}$ 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 required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: MOTHERS WORK INC - Form 4

 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Unde Secur (Instr	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

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

DAN W. MATTHIAS 11/26/2007 <u>**</u>Signature of Date Reporting Person

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 NOVEMBER 22, 2007. THE REPORTING PERSON IS DEEMED TO BENEFICIALLY OWN THE SHARES HELD BY HIS WIFE.

(3) NOVEMBER 22, 2007. THE REPORTING PERSON IS DEEMED TO BENEFICIALLY OWN THE SHARES HELD BY HIS WIFE.
 (3) 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.

Edgar Filing: MOTHERS WORK INC - Form 4

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.