#### MOTHERS WORK INC

Form 4

January 23, 2007

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

OMB 3

Number: 3235-0287

**OMB APPROVAL** 

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1. Name and Address of Reporting Person \*

1(b).

(Print or Type Responses)

SCHLESSINGER D	AVID	Symbol	Issuer		
		MOTHERS WORK INC [MWRK]	(Check all applicable)		
(Last) (First)	(Middle)	3. Date of Earliest Transaction	•		
		(Month/Day/Year)	X Director 10% Owner		
C/O MOTHERS WC	ORK, INC., 456	01/19/2007	Officer (give title Other (specify		
NORTH FIFTH STR	EET		below) below)		
(Street	)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line)		

#### PHILADELPHIA, PA 19123

(State)

(Zin)

(City)

(State) (Zij	Table I	- Non-Der	ivative Se	curitie	es Acqu	uired, Disposed o	f, or Beneficial	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) o	r	Securities	Form: Direct	Indirect
	any	Code	Disposed	of (D	)	Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				( <b>A</b> )		Reported		
						Transaction(s)		
		G 1 17			ъ.	(Instr. 3 and 4)		
		Code V		(D)	Price			
01/19/2007		A	2,000	A	\$0	2,000	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)  Code V	2. Transaction Date 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3,	2. Transaction Date 2A. Deemed 3. 4. Securities  (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and  (A) or Code V Amount (D)  (01/19/2007) A 2,000 A	2. Transaction Date 2A. Deemed 3. 4. Securities  (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price 2,000 A \$ 0	2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of (Month/Day/Year) Execution Date, if any Code Disposed of (D) Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4)  Code V Amount (D) Price Code Code V Amount (D) Price	2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4)  Code V Amount (D) Price Code Code V Amount (D) Price Code Code V Amount (D) Price Code V Am

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)

#### Edgar Filing: MOTHERS WORK INC - Form 4

2.			4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
e Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
Derivative				Securities	S		(Instr.	. 3 and 4)		Owne
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date	Expiration	Title			
					Exercisable	Date	Title			
			Codo I	7 (A) (D)						
	e Conversion or Exercise Price of Derivative	e Conversion (Month/Day/Year) or Exercise Price of Derivative	e Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	e Conversion (Month/Day/Year) Execution Date, if Transact or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Derivative Security  Month/Day/Year)  Execution Date, if any Code of (Instr. 8) Derivative Security  Month/Day/Year)  Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise any Code of (Month/Day/Pear) Code of (Month/Day/Pear) Derivative Security Security Security Security Security Security Security Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date or Exercise Price of Derivative Security (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amore or Exercise any Code of (Month/Day/Year) Under Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 8) Code of (Month/Day/Year) Under Security Securities (Instr. 8) Date Expiration Title Exercisable Date Title	Conversion or Exercise or Exercise Price of ODER or Exercise Price of ODER or Exercise ODER	Conversion or Exercise Price of Derivative Security  Resolution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities  Resolution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities  Resolution Date (Month/Day/Year) (Instr. 8) Derivative Securities  Resolution Date (Month/Day/Year) (Instr. 5) Derivative Securities  Resolution Date (Month/Day/Year) (Instr. 5) Derivative Securities  Resolution Date (Instr. 3 and 4)  Resolution Date (Instr. 5)  Resolution Date (Instr. 6)  Resolution Date (Instr

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHLESSINGER DAVID C/O MOTHERS WORK, INC. 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123	X						

# **Signatures**

DAVID
SCHLESSINGER
01/19/2007

\*\*Signature of Reporting
Parcon
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).
- (1) On January 19, 2007, 2,000 shares of restricted stock were issued to the Reporting Person by the Issuer. These shares vest one (1) year from the date of grant.

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.

Reporting Owners 2