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

SECURITIES

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HITCHNER ELAM M III		Symbol	2. Issuer Name and Ticker or Trading Symbol MOTHERS WORK INC [MWRK]			5. Relationship of Reporting Person(s) to Issuer				
(I4)		3. Date of Earliest Transaction				(Check all applicable)				
(Last)	(First) (Midd	(Month/Day	/Year)	saction			X Director Officer (give		Owner er (specify	
C/O MOTHEI NORTH FIFT	430 01/19/200	01/19/2007				below)	below)	a (specify		
	(Street)	4. If Amend	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
PHILADELPI	HIA, PA 19123	Filed(Month)	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	1111,1111,123						Person			
(City)	(State) (Zip	Table l	- Non-Der	ivative Se	curitie	es Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership		
Security	(Month/Day/Year)	Execution Date, if		etionAcquired (A) or			Securities		Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		(1/10/1011/12/03/11/0012)	(2115121 0)	(mon. c,		<i>-</i>	Following	(Instr. 4)	(Instr. 4)	
					(A) or		Reported Transaction(s) (Instr. 3 and 4)			
COMMON			Code V		(D)	Price	(
COMMON STOCK	01/19/2007		A	2,000 (1)	A	\$0	2,000	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
							Date	Title Nu of	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
rg	Director	10% Owner	Officer	Other			
HITCHNER ELAM M III C/O MOTHERS WORK, INC. 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123	X						

Signatures

ELAM M.
HITCHNER, III

**Signature of Reporting

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