

MOTHERS WORK INC  
Form 4  
November 29, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MANGINI DAVID**

(Last) (First) (Middle)

**C/O MOTHERS WORK, INC., 456  
NORTH FIFTH STREET**

(Street)

**PHILADELPHIA, PA 19123**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/27/2006**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

**EXECUTIVE VICE PRESIDENT**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ 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                    | 11/27/2006                           |  | M                              | 10,000 A \$ 10.2  | 16,000 <sup>(1)</sup>   | D  |   |
| COMMON STOCK                    | 11/27/2006                           |  | S                              | 10,000 D \$ 45.2776   | 6,000 <sup>(1)</sup>  | D  |   |
| COMMON STOCK                    | 11/27/2006                           |  | M                              | 5,000 A \$ 37.05  | 11,000 <sup>(1)</sup>   | D  |   |
| COMMON STOCK                    | 11/27/2006                           |  | S                              | 5,000 D \$ 45.2776  | 6,000 <sup>(1)</sup>  | D  |   |
| COMMON STOCK                    | 11/27/2006                           |  | M                              | 3,000 A \$ 23.62  | 9,000 <sup>(1)</sup>  | D  |   |

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|              |            |   |       |   |            |                      |   |
|--------------|------------|---|-------|---|------------|----------------------|---|
| COMMON STOCK | 11/27/2006 | S | 3,000 | D | \$ 45.2776 | 6,000 <sup>(1)</sup> | D |
| COMMON STOCK | 11/27/2006 | M | 1,200 | A | \$ 12.86   | 7,200 <sup>(1)</sup> | D |
| COMMON STOCK | 11/27/2006 | S | 1,200 | D | \$ 45.2776 | 6,000 <sup>(1)</sup> | D |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| STOCK OPTIONS (RIGHT TO BUY)               | \$ 10.2  | 11/27/2006                           |  | M                              | 10,000  | <sup>(2)</sup> 08/06/2011                                | COMMON STOCK  | 10,000                     |
| STOCK OPTIONS (RIGHT TO BUY)               | \$ 37.05   | 11/27/2006                           |  | M                              | 5,000   | 11/20/2002 11/20/2012                                    | COMMON STOCK  | 5,000                      |
| STOCK OPTIONS (RIGHT TO BUY)               | \$ 23.62   | 11/27/2006                           |  | M                              | 3,000   | 11/20/2003 11/20/2013                                    | COMMON STOCK  | 3,000                      |
| STOCK OPTIONS (RIGHT TO BUY)               | \$ 12.86   | 11/27/2006                           |  | M                              | 1,200   | <sup>(3)</sup> 11/24/2014                                | COMMON STOCK  | 1,200                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

MANGINI DAVID  
C/O MOTHERS WORK, INC.  
456 NORTH FIFTH STREET  
PHILADELPHIA, PA 19123

EXECUTIVE VICE PRESIDENT

## Signatures

DAVID MANGINI SIGNED BY EDWARD M. KRELL UNDER POWER OF  
ATTORNEY

11/29/2006

\_\_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).
- (1) 6,000 OF THESE SHARES ARE SHARES OF RESTRICTED STOCK ISSUED TO THE REPORTING PERSON BY THE ISSUER ON NOVEMBER 22, 2006. THESE SHARES VEST IN FIVE (5) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 22, 2007.
- (2) ORIGINALLY, THE OPTIONS VESTED AND WERE EXERCISABLE IN FIVE (5) EQUAL ANNUAL INSTALLMENTS BEGINNING ON AUGUST 6, 2002. ON SEPTEMBER 27, 2005, THE COMPENSATION COMMITTEE OF THE ISSUER ACCELERATED THE VESTING OF THE OPTIONS HAVING AN EXERCISE PRICE ABOVE \$23.50.
- (3) ORIGINALLY, THE OPTIONS VESTED AND WERE EXERCISABLE IN FIVE (5) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 24, 2005. ON SEPTEMBER 27, 2005, THE COMPENSATION COMMITTEE OF THE ISSUER ACCELERATED THE VESTING OF THE OPTIONS HAVING AN EXERCISE PRICE ABOVE \$23.50.

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.