

MOTHERS WORK INC
 Form 4
 February 05, 2007

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 *
MANGINI DAVID

(Last) (First) (Middle)
 2652 MILL RD
 (Street)

DOYLESTOWN, PA 18901

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/01/2007		M	5,000 A \$ 10.2	11,000 ⁽¹⁾	D	
Common Stock	02/01/2007		S	5,000 D \$ 34.82	6,000 ⁽¹⁾	D	
Common Stock	02/01/2007		M	1,000 A \$ 10.01	7,000 ⁽¹⁾	D	
Common Stock	02/01/2007		S	1,000 D \$ 34.82	6,000 ⁽¹⁾	D	

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

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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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 10.2	02/01/2007		M	5,000	⁽²⁾ 08/06/2011	Common Stock	5,000
Stock Options (Right to Buy)	\$ 10.01	02/01/2007		M	1,000	⁽³⁾ 11/28/2015	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANGINI DAVID 2652 MILL RD DOYLESTOWN, PA 18901			Executive Vice President	

Signatures

David Mangini 02/05/2007

**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).

6,000 OF THESE SHARES ARE SHARES OF RESTRICTED STOCK ISSUED TO THE REPORTING PERSON BY THE ISSUER
(1) ON NOVEMBER 22, 2006. THESE SHARES VEST IN FIVE (5) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 22, 2007.

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- (2) THE OPTIONS VESTED AND BECAME EXERCISABLE IN FIVE (5) EQUAL ANNUAL INSTALLMENTS BEGINNING ON AUGUST 6, 2002.
- (3) THE OPTIONS VEST AND BECOME EXERCISABLE IN FIVE (5) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 28, 2006.

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.