#### MOTHERS WORK INC

Form 4

September 07, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

Number:

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

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

may continue. See Instruction

1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \* HITCHNER ELAM M III

2. Issuer Name and Ticker or Trading Symbol

MOTHERS WORK INC [MWRK]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 09/05/2006

(Check all applicable)

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

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

PHILADELPHIA, PA 19123

(City)	(State) (Zi	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			ties Acquired isposed of (D) 4 and 5)  (A) or (D) Price		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	09/05/2006		Code V  M(1)	Amount 2,000	A	\$ 9.5	26,500	D		
COMMON STOCK	09/05/2006		S <u>(1)</u>	2,000	D	\$ 39.7	24,500	D		
COMMON STOCK	09/05/2006		S <u>(1)</u>	5,000	D	\$ 39.7	19,500	D		
COMMON STOCK	09/05/2006		S <u>(1)</u>	2,500	D	\$ 39.72	17,000	D		
COMMON STOCK	09/05/2006		S <u>(1)</u>	2,500	D	\$ 39.68	14,500	D		

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COMMON **STOCK** 

09/07/2006

 $S^{(1)}$ 

5,000 D

\$ 40

9,500

D

(9-02)

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

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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. Transact Code (Instr. 8)	Secu Secu (A) ( Disp (D)	or osed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and :	r. 3, 4, 5)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
STOCK OPTIONS (RIGHT	\$ 9.5	09/05/2006		M(1)		2,000	01/16/1997	01/16/2007	COMMON STOCK	2,00

# **Reporting Owners**

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

## **Signatures**

TO BUY)

ELAM M. HITCHNER III SIGNED BY DAN W. MATTHIAS UNDER POWER OF **ATTORNEY** 

09/07/2006

\*\*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) The options were exercised and the shares were sold pursuant to a 10b-5 plan adopted by the Reporting Person.

Reporting Owners 2

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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.