#### MOTHERS WORK INC

Form 4/A January 14, 2008

### FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Section 16. Form 4 or Form 5 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

response...

 $D^{(2)}$ 

I

I

 $D^{(2)}$ 

SEE

(3)

(3)

SEE

**FOOTNOTE** 

**FOOTNOTE** 

burden hours per

1(b).

**COMMON** 

**COMMON** 

**COMMON** 

**STOCK** 

**STOCK** 

**STOCK** 

01/09/2008

01/09/2008

01/09/2008

01/10/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * MATTHIAS REBECCA C	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	MOTHERS WORK INC [MWRK]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
CO/ MOTHERS WORK, INC.	(Month/Day/Year) 01/09/2008	_X_ Director 10% Owner X Officer (give title Other (specify below)  President, CCO and Acting CMO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
DIJI ADELDIJA DA 10122	01/11/2008	_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
PHILADELPHIA, PA 19123		Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	cquired, Disposed of, or Beneficially Owned			
(Instr. 3) any	ion Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)  //Day/Year) (Instr. 8)  (A)	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4)			
COMMON STOCK 01/09/2008	Code V Amount $\stackrel{\text{or}}{\text{(D)}}$ Pr $M^{(1)} = 5,800  A  \$ 9.$	rice (Instr. 3 and 4)  13 29,222 D (2)			

 $S^{(1)}$ 

 $M_{\underline{(3)}}$ 

 $S^{(3)}$ 

 $M_{\underline{-}}^{(1)}$ 

5,800

5,700

5,700

12,500 A

D

A

D

\$ 16.08

\$ 9.13

\$ 16.07

\$ 9.13

23,422

22,748

17,048

35,922

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COMMON STOCK								
COMMON STOCK	01/10/2008	S <u>(1)</u>	12,500	D	\$ 15.08	23,422	D (2)	
COMMON STOCK	01/10/2008	M(3)	12,500	A	\$ 9.13	29,548	I	SEE FOOTNOTE
COMMON STOCK	01/10/2008	S(3)	12,500	D	\$ 15.07	17,048	I	SEE FOOTNOTE
COMMON STOCK	01/11/2008	M <u>(1)</u>	6,700	A	\$ 9.13	30,122	D (2)	
COMMON STOCK	01/11/2008	S <u>(1)</u>	6,700	D	\$ 15.6475	23,422	D (2)	
COMMON STOCK	01/11/2008	M(3)	6,800	A	\$ 9.13	23,848	I	SEE FOOTNOTE
COMMON STOCK	01/11/2008	S(3)	6,800	D	\$ 15.6506	17,048	I	SEE FOOTNOTE

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)

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. Transactio Code (Instr. 8)	5. Number of inDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
OPTION (RIGHT TO BUY)	\$ 9.13	01/09/2008		M <u>(1)</u>		5,800	<u>(4)</u>	01/15/2008	COMMON STOCK	5,800				
,	\$ 9.13	01/09/2008		M(3)		5,700	<u>(4)</u>	01/15/2008		5,700				

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OPTION (RIGHT TO BUY)							COMMON STOCK	
OPTION (RIGHT TO BUY)	\$ 9.13	01/10/2008	M <u>(1)</u>	12,500	<u>(4)</u>	01/15/2008	COMMON STOCK	12,500
OPTION (RIGHT TO BUY)	\$ 9.13	01/10/2008	M(3)	12,500	<u>(4)</u>	01/15/2008	COMMON STOCK	12,500
OPTION (RIGHT TO BUY)	\$ 9.13	01/11/2008	M <u>(1)</u>	6,700	<u>(4)</u>	01/15/2008	COMMON STOCK	6,700
OPTION (RIGHT TO BUY)	\$ 9.13	01/11/2008	M(3)	6,800	<u>(4)</u>	01/15/2008	COMMON STOCK	6,800

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MATTHIAS REBECCA C CO/ MOTHERS WORK, INC.	X		President, CCO and Acting CMO			
PHILADELPHIA, PA 19123						

# **Signatures**

Rebecca C.
Matthias

\*\*Signature of Reporting Person

O1/14/2008

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).
- THE OPTIONS WERE EXERCISED AND THE SHARES WERE SOLD PURSUANT TO A 10B5-1 PREARRANGED TRADING
  (1) PLAN ADOPTED BY THE REPORTING PERSON ON NOVEMBER 21, 2007. THE OPTIONS WERE DUE TO EXPIRE ON JANUARY 15, 2008.

THIS AMENDMENT IS BEING FILED TO REFLECT THE CORRECT AMOUNT OF SHARES THE REPORTING PERSON DIRECTLY OWNS JOINTLY WITH HER HUSBAND. 6,374 SHARES OF COMMON STOCK OF THE ISSUER ARE HELD JOINTLY BY THE REPORTING PERSON AND HER HUSBAND, DAN W. MATTHIAS. ON NOVEMBER 22, 2006, 20,000

(2) SHARES OF RESTRICTED STOCK WERE ISSUED TO THE REPORTING PERSON BY THE ISSUER. THESE SHARES VEST IN TWO (2) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 22, 2007. OF THE 10,000 SHARES OF RESTRICTED STOCK THAT VESTED ON NOVEMBER 22, 2007, THE REPORTING PERSON HOLDS 7,048 VESTED SHARES.

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THE REPORTING PERSON IS DEEMED TO BENEFICIALLY OWN SHARES AND OPTIONS GRANTED TO OR HELD BY HER HUSBAND, DAN W. MATTHIAS. THE OPTIONS WERE EXERCISED AND THE SHARES WERE SOLD PURSUANT TO A 10B5-1 PREARRANGED TRADING PLAN ADOPTED BY THE REPORTING PERSON'S HUSBAND, DAN W. MATTHIAS, ON NOVEMBER 21, 2007. THE OPTIONS WERE DUE TO EXPIRE ON JANUARY 15, 2008. ON NOVEMBER 22, 2006, 20,000

- (3) SHARES OF RESTRICTED STOCK WERE ISSUED TO THE REPORTING PERSON'S HUSBAND, DAN W. MATTHIAS, BY THE ISSUER. THESE SHARES VEST IN TWO (2) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 22, 2007. OF THE 10,000 SHARES OF RESTRICTED STOCK THAT VESTED ON NOVEMBER 22, 2007, THE REPORTING PERSON'S HUSBAND, DAN W. MATTHIAS, HOLDS 7,048 VESTED SHARES.
- (4) THE OPTIONS VESTED AND WERE EXERCISABLE ON JANUARY 15, 1999.

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.