

MOTHERS WORK INC  
Form 4  
November 27, 2006

**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 \*  
**MATTHIAS REBECCA C**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**11/22/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CHIEF OPERATING OFFICER**

**PHILADELPHIA, PA 19123**  
  
(City) (State) (Zip)

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

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 or Price   |  |   |                                  |
| COMMON STOCK                    | 11/22/2006                           |  | A                              |   | 20,000<br>(1)   | A  | \$ 0 490,704  | D (1) (2)                        |
| COMMON STOCK                    | 11/22/2006                           |  | A                              |   | 20,000<br>(3)   | A  | \$ 0 510,704  | I (2)<br><u>SEE FOOTNOTE (3)</u> |
| COMMON STOCK                    | 11/22/2006                           |  | S                              |   | 464,330   | D  | \$ 50 46,374  | D (2)                            |

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**

SEC 1474  
(9-02)

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| MATTHIAS REBECCA C<br>C/O MOTHERS WORK, INC.<br>456 NORTH FIFTH STREET<br>PHILADELPHIA, PA 19123 | X             | X         | CHIEF OPERATING OFFICER |       |

## Signatures

REBECCA C. MATTHIAS 11/27/2006

\*\*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) ON NOVEMBER 22, 2006, 20,000 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.
- (2) EXCEPT FOR THE SHARES OF RESTRICTED STOCK ISSUED ON NOVEMBER 22, 2006 TO EACH OF THE REPORTING PERSON AND HER HUSBAND, DAN W. MATTHIAS, THE SHARES OF COMMON STOCK OF THE ISSUER ARE HELD JOINTLY BY THE REPORTING PERSON AND HER HUSBAND, DAN W. MATTHIAS.
- (3) ON NOVEMBER 22, 2006, 20,000 SHARES OF RESTRICTED STOCK WERE ISSUED TO THE REPORTING PERSON'S HUSBAND, DAN W. MATTHIAS. THESE SHARES VEST IN TWO (2) EQUAL ANNUAL INSTALLMENTS BEGINNING ON NOVEMBER 22, 2007. THE REPORTING PERSON IS DEEMED TO BENEFICIALLY OWN THE SHARES HELD BY HER HUSBAND.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: MOTHERS WORK INC - Form 4

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