

MOTHERS WORK INC
Form 4
November 29, 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 *
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 ⁽¹⁾	D	
COMMON STOCK	11/27/2006		S	10,000 D \$ 45.2776	6,000 ⁽¹⁾	D	
COMMON STOCK	11/27/2006		M	5,000 A \$ 37.05	11,000 ⁽¹⁾	D	
COMMON STOCK	11/27/2006		S	5,000 D \$ 45.2776	6,000 ⁽¹⁾	D	
COMMON STOCK	11/27/2006		M	3,000 A \$ 23.62	9,000 ⁽¹⁾	D	

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COMMON STOCK	11/27/2006	S	3,000	D	\$ 45.2776	6,000 ⁽¹⁾	D
COMMON STOCK	11/27/2006	M	1,200	A	\$ 12.86	7,200 ⁽¹⁾	D
COMMON STOCK	11/27/2006	S	1,200	D	\$ 45.2776	6,000 ⁽¹⁾	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	⁽²⁾ 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	⁽³⁾ 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.