

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 *
SCHLESSINGER 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)
11/22/2006

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)

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	11/22/2006		M	2,000 A \$ 10.21	2,000	D	
COMMON STOCK	11/22/2006		S	2,000 D \$ 52.5718	0	D	
COMMON STOCK	11/22/2006		M	3,000 A \$ 24.5	3,000	D	
COMMON STOCK	11/22/2006		S	3,000 D \$ 52.5718	0	D	
COMMON STOCK	11/22/2006		M	5,000 A \$ 13.72	5,000	D	

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COMMON STOCK	11/22/2006	S	5,000	D	\$ 52.5718	0	D
COMMON STOCK	11/22/2006	M	5,000	A	\$ 12.95	5,000	D
COMMON STOCK	11/22/2006	S	5,000	D	\$ 52.5718	0	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
STOCK OPTIONS (RIGHT TO BUY)	\$ 10.21	11/22/2006		M	2,000	01/17/2002 01/17/2012	COMMON STOCK	2,000	
STOCK OPTIONS (RIGHT TO BUY)	\$ 24.5	11/22/2006		M	3,000	01/22/2004 01/22/2014	COMMON STOCK	3,000	
STOCK OPTIONS (RIGHT TO BUY)	\$ 13.72	11/22/2006		M	5,000	01/21/2005 01/21/2015	COMMON STOCK	5,000	
STOCK OPTIONS (RIGHT TO BUY)	\$ 12.95	11/22/2006		M	5,000	01/20/2006 01/20/2016	COMMON STOCK	5,000	

Reporting Owners

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

Signatures

DAVID SCHLESSINGER SIGNED BY DAN W. MATTHIAS UNDER POWER OF ATTORNEY

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).

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

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