

MOTHERS WORK INC  
Form 4  
September 07, 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 \*  
HITCHNER ELAM M III

(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)  
09/05/2006

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 Ownership (Instr. 4)	
				Code	V Amount (D) Price				
COMMON STOCK	09/05/2006		M <sup>(1)</sup>		2,000	A \$ 9.5	26,500	D	
COMMON STOCK	09/05/2006		S <sup>(1)</sup>		2,000	D \$ 39.7	24,500	D	
COMMON STOCK	09/05/2006		S <sup>(1)</sup>		5,000	D \$ 39.7	19,500	D	
COMMON STOCK	09/05/2006		S <sup>(1)</sup>		2,500	D \$ 39.72	17,000	D	
COMMON STOCK	09/05/2006		S <sup>(1)</sup>		2,500	D \$ 39.68	14,500	D	

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COMMON STOCK      09/07/2006      S<sup>(1)</sup>      5,000      D      \$ 40      9,500      D

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. 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTIONS (RIGHT TO BUY)	\$ 9.5	09/05/2006		M <sup>(1)</sup>	2,000	01/16/1997	01/16/2007	COMMON STOCK	2,000		

**Reporting Owners**

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

**Signatures**

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.

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