

MOTHERS WORK INC  
Form 4  
October 01, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KRELL EDWARD M**  
  
(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)  
**09/29/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 13.74	09/29/2008			A		100,000		(1)	09/29/2018	Common Stock	100,000
Stock Options (Right to Buy)	\$ 13.74	09/29/2008			A		100,000		(2)	09/29/2018	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRELL EDWARD M C/O MOTHERS WORK, INC. 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123	X		Chief Executive Officer	

## Signatures

Edward M.  
Krell 10/01/2008

\*\*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).

The options vest and are exercisable in five (5) equal annual installments beginning on September 29, 2009. In addition, the options will become fully vested and exercisable immediately prior to and contingent upon a change in control provided that such change in control (1) occurs prior to the fifth anniversary of the grant date, and the Reporting Person remains in continuous service until immediately prior to the date of the change in control. The vesting of the options will also be subject to acceleration as described in the Reporting Person's employment agreement.

The options vest and are exercisable in five (5) equal annual installments beginning on September 29, 2009. However, the options will only be exercisable if prior to the fifth anniversary of the grant date (but no later than the cessation of the Reporting Person's service), the closing price of the Issuer's common stock shall have exceeded \$30.00 for 30 consecutive trading days on the principal national securities (2) exchange on which the Issuer's common stock is listed or admitted to trading. In addition, the options will become fully vested and exercisable immediately prior to and contingent upon a change in control provided that such change in control occurs prior to the fifth anniversary of the grant date, and the Reporting Person remains in continuous service until immediately prior to the date of the change in control. The vesting of the options will also be subject to acceleration as described in the Reporting Person's employment agreement.

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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