### Edgar Filing: MOTHERS WORK INC - Form 4

MOTHERS V	WORK INC								
Form 4									
November 25	5, 2008								
FORM	1						OMB A	PPROVAL	
-	UNITEDS	STATES		CITIES A hington,	COMMISSION	OMB Number:	3235-0287		
Check thi if no long	er STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							
subject to Section 10	6.								
Form 4 or Form 5	Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							0.5	
obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 19401(b).30(h) of the Investment Company Act of 1940									
(Print or Type R	Responses)								
1. Name and Address of Reporting Person <u>*</u> KRELL EDWARD M			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			MOTH	ERS WOI	RK INC [MWRK]	(Check all applicable)			
(Last)	(First) (M	liddle)	3. Date of	Earliest Tr	ansaction				
C/O MOTHI NORTH FIF	C., 456	(Month/D 11/21/20	-		_X_ Director10% Owner _X_ Officer (give title Other (specify below) below) Chief Executive Officer				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
PHILADEL		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (	Zip)	Tabl	e I - Non-D	erivative Securities Ac	quired, Disposed of	, or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med	3.	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	

		(Month/Day/Year)	(Instr. 8) $(Instr. 3, 4 and 5)$		Following	(Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	
Common Stock	11/21/2008		Р	4,152	A	\$ 6.68	44,743.7716 (1) (2)	D
Common Stock	11/24/2008		Р	322	А	\$ 6.85	45,065.7716 (1) (2)	D
Common Stock	11/25/2008		Р	526	А	\$ 7.52	45,591.7716 $(1) (2)$	D

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

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#### 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 (Month/Day/Y	Year) E	A. Deemed xecution Date, if ny Month/Day/Year)	Code	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Amo Unde Secur	tle and unt of vrlying rities : 3 and 4) Amount	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares		
Reporting Owners												
Reporting Owner Name / Address Relationships												
	,		Director	10% Owner	Officer		Ot	her				
C/O MOT	EDWARD N THERS WO TH EIETH	RK, INC.	X		Chief Ex	cecutive (	Officer					

456 NORTH FIFTH STREET PHILADELPHIA, PA 19123

## Signatures

Edward M. Krell signed by Ronald Masciantonio under power of attorney	11/25/2008
**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).

On November 22, 2006, 20,000 shares of restricted stock issued to the Reporting Person by the Issuer. These shares vest in five (5) equal (1) annual installments beginning on November 22, 2007. On May 15, 2007, 15,000 shares of restricted stock issued to the Reporting Person by the Issuer. These shares vest in three (3) equal annual installments beginning on May 15, 2008.

(2) 591.7716 of these shares were purchased by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Program.

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.