GOLDBLUM JOSEPH
Form 4
December 02, 2005

FORM 4

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

OMB APPROVAL
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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 *
GOLDBLUM JOSEPH

(Last) (First) (Middle)

C/O GOLDBLUM & HESS, JENKINTOWN PLAZA SUITE 380

(Street)

JENKINTOWN, PA 19046

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MOTHERS WORK INC [MWRK]

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	11/25/2005		G	V	2,000	A	$ 0	86,975	I	See footnote (1)

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBLUM JOSEPH C/O GOLDBLUM & HESS JENKINTOWN PLAZA SUITE 380 JENKINTOWN, PA 19046	X			

Signatures

Joseph Goldblum signed by Dan W. Matthias under power of attorney	12/02/2005
**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 Reporting Person may be deemed to indirectly own the following shares: (i) 43,010 shares owned by G-II Family Partnership L.P. of which the Reporting Person is general partner, (ii) 11,800 shares held by the Reporting Person as custodian or in trust for members of the Reporting Person's family, (iii) 495 shares owned by the Reporting Person's wife, and (iv) 31,670 shares held by the Reporting Person as custodian for the benefit of the children of Dan W. Matthias and Rebecca C. Matthias. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest. The 2,000 shares reported above were received by the Reporting Person in his capacity as custodian for the benefit of one of the children of Dan W. Matthias and Rebecca C. Matthias (see clause (iv) above).

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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