

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 *
GOLDBLUM JOSEPH

(Last) (First) (Middle)

**C/O MOTHERS WORK, INC., 456
NORTH FIFTH STREET**

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)

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 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)
COMMON STOCK	11/22/2006		S	11,890 D	\$ 50 55,305	I	SEE FOOTNOTES (1) (2)

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

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

Signatures

JOSEPH GOLDBLUM 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).

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, AND (III) 495 SHARES HELD BY THE REPORTING PERSON'S WIFE. THE REPORTING PERSON DISCLAIMS BENEFICIAL OWNERSHIP OF ANY SHARES IN WHICH HE DOES NOT HAVE A PECUNIARY INTEREST. THE 11,890 SHARES REPORTED ABOVE WERE SOLD 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.

(2) 19,780 SHARES PREVIOUSLY REPORTED BY THE REPORTING PERSON AS CUSTODIAN FOR THE BENEFIT OF TWO OF THE CHILDREN OF DAN W. MATTHIAS AND REBECCA C. MATTHIAS ARE NOT REFLECTED ABOVE BECUASE THESE CHILDREN HAVE REACHED THE AGE OF MAJORITY AND THE REPORTING PERSON IS NO LONGER ACTING AS CUSTODIAN. AFTER GIVING EFFECT TO THE TRANSACTION REPORTED ABOVE, THE REPORTING PERSON NO LONGER HOLDS SHARES AS CUSTODIAN FOR THE BENEFIT OF THE CHILDREN OF DAN W. MATTHIAS AND REBECCA C. MATTHIAS.

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.