

MOTHERS WORK INC
 Form 4
 January 14, 2008

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 *
ROSENFELD ERIC

 (Last) (First) (Middle)
 C/O CRESCENDO PARTNERS II,
 L.P., 825 THIRD AVENUE, 40TH
 FLOOR

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Street)
 NEW YORK, NY 10022

 (City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/10/2008

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|------------------|---|
| | | | Code | V | Amount (D) or Price (A) | | | | | |
| Common Stock, \$0.01 par value | 01/10/2008 | | P | | 15,000 | A | \$ 14.9311 | 549,034 | I ⁽¹⁾ | By Crescendo Partners II, L.P., Series K ⁽²⁾ |
| Common Stock, \$0.01 par value | 01/11/2008 | | P | | 2,975 | A | \$ 15.5 | 552,009 | I ⁽¹⁾ | By Crescendo Partners II, L.P., Series K ⁽²⁾ |
| | 01/14/2008 | | P | | 41,750 | A | \$ 15.2 | 593,759 | I ⁽¹⁾ | |

| | | | | | | | | |
|--------------------------------|------------|---|-------|---|------------|--------|------------------|---|
| Common Stock, \$0.01 par value | | | | | | | | By Crescendo Partners II, L.P., Series K ⁽²⁾ |
| Common Stock, \$0.01 par value | 01/10/2008 | P | 1,200 | A | \$ 14.9311 | 80,148 | I ⁽¹⁾ | Crescendo Partners III, L.P. ⁽³⁾ |
| Common Stock, \$0.01 par value | 01/11/2008 | P | 225 | A | \$ 15.5 | 80,373 | I ⁽¹⁾ | Crescendo Partners III, L.P. ⁽³⁾ |
| Common Stock, \$0.01 par value | 01/14/2008 | P | 4,250 | A | \$ 15.2 | 84,623 | I ⁽¹⁾ | Crescendo Partners III, L.P. ⁽³⁾ |

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

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(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 (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 Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

X

ROSENFELD ERIC
C/O CRESCENDO PARTNERS II, L.P.
825 THIRD AVENUE, 40TH FLOOR
NEW YORK, NY 10022

CRESCENDO INVESTMENTS II LLC
825 THIRD AVENUE
40TH FLOOR
NEW YORK, NY 10022

See Explanation of Responses

CRESCENDO INVESTMENTS III LLC
825 THIRD AVENUE
40TH FLOOR
NEW YORK, NY 10022

See Explanation of Responses

CRESCENDO PARTNERS II LP
825 THIRD AVENUE
40TH FLOOR
NEW YORK, NY 10022

See Explanation of Responses

CRESCENDO PARTNERS III LP
825 THIRD AVENUE
40TH FLOOR
NEW YORK, NY 10022

See Explanation of Responses

Signatures

| | |
|--|------------|
| By: /s/ Eric Rosenfeld | 01/14/2008 |
| __Signature of Reporting Person | Date |
| By: Crescendo Investments II, LLC, By: /s/ Eric Rosenfeld, Managing Member | 01/14/2008 |
| __Signature of Reporting Person | Date |
| By: Crescendo Investments III, LLC, By: /s/ Eric Rosenfeld, Managing Member | 01/14/2008 |
| __Signature of Reporting Person | Date |
| By: Crescendo Partners II, L.P., Series K, By: Crescendo Investments II, LLC, General Partner, By: /s/ Eric Rosenfeld, Managing Member | 01/14/2008 |
| __Signature of Reporting Person | Date |
| By: Crescendo Partners III, L.P., By: Crescendo Investments III, LLC, General Partner, By: /s/ Eric Rosenfeld, Managing Member | 01/14/2008 |
| __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).

This Form 4 is filed jointly by Crescendo Partners II, L.P., Series K ("Crescendo Partners II"), Crescendo Investments II, LLC, ("Crescendo Investments II"), Crescendo Partners III, L.P., ("Crescendo Partners III"), Crescendo Investments III, LLC, ("Crescendo Investments III") and Eric Rosenfeld (collectively the "Reporting Persons"). Crescendo Investments II is the general partner of Crescendo Partners II. Crescendo Investments III is the general partner of Crescendo Partners III. The managing member of each of Crescendo Investments II and Crescendo Investments III is Eric Rosenfeld. Each Reporting Person disclaims beneficial ownership of these securities except to the extent of his or its pecuniary interest, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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Consists of Shares owned by Crescendo Partners II. Crescendo Investments II, as the general partner of Crescendo Partners II, may be deemed to beneficially own the Shares owned by Crescendo Partners II. Mr. Rosenfeld, as the managing member of Crescendo Investments II, may be deemed to beneficially own the Shares beneficially owned by Crescendo Partners II. Each of Mr. Rosenfeld and Crescendo Investments II disclaims beneficial ownership of the Shares owned by Crescendo Partners II except to the extent of his or its pecuniary interest therein.

Consists of Shares owned by Crescendo Partners III. Crescendo Investments III, as the general partner of Crescendo Partners III, may be deemed to beneficially own the Shares owned by Crescendo Partners III. Mr. Rosenfeld, as the managing member of Crescendo

- (3) Investments III, may be deemed to beneficially own the Shares beneficially owned by Crescendo Partners III. Each of Mr. Rosenfeld and Crescendo Investments III disclaims beneficial ownership of the Shares owned by Crescendo Partners III except to the extent of his or its pecuniary interest therein.

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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