

MOTHERS WORK INC
 Form 4
 July 25, 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 *
TIRNAUER JUDD P

 (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)
07/23/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Chief Financial 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	07/23/2008		A	(A) or (D) A	5,000 (1) \$ 0 (3)	7,253.9103 (2) D	

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)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
TIRNAUER JUDD P C/O MOTHERS WORK, INC. 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123			SVP - Chief Financial Officer		

Signatures

Judd P. Tirnauer 07/23/2008

**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).
- (1) On July 23, 2008, 5,000 shares of restricted stock were issued to the Reporting Person by the Issuer. These shares vest in five (5) equal annual installments beginning on July 23, 2009.
- (2) On November 22, 2006, 1,000 shares of restricted stock were issued to the Reporting Person by the Issuer. These shares vest in five (5) equal annual installments beginning on November 22, 2007. On November 21, 2007, 1,000 shares of restricted stock were issued to the Reporting Person by the Issuer. These shares vest in five (5) equal annual installments beginning on November 21, 2008.
- (3) 253.9103 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.