MOTHERS WORK INC
Form 4
September 25, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mill Road Capital, L.P.

(Last) (First) (Middle)

TWO SOUND VIEW DRIVE, SUITE 300

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/23/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/23/2008		P		35,597	A	$ 13.8849	661,336	D (1)	
Common Stock	09/23/2008		P		2,151	A	$ 13.897	663,487	D (1)	
Common Stock	09/23/2008		P		499	A	$ 13.78	663,986	D (1)	
Common Stock	09/24/2008		P		4,000	A	$ 13.9	667,986	D (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
Mill Road Capital, L.P. TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		
Mill Road Capital GP LLC TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		
LYNCH THOMAS E TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		
Goldman Charles TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		
Scharfman Scott TWO SOUND VIEW DRIVE SUITE 300 GREENWICH, CT 06830		X		

Signatures

/s/ Thomas E. Lynch, Management Committee Director and Chairman of sole general partner on behalf of Mill Road Capital, L.P.	09/25/2008
**Signature of Reporting Person	Date
/s/ Thomas E. Lynch, Management Committee Director and Chairman on behalf of Mill Road Capital GP LLC	09/25/2008
**Signature of Reporting Person	Date
/s/ Thomas E. Lynch	09/25/2008
**Signature of Reporting Person	Date
/s/ Thomas E. Lynch on behalf of Charles M. B. Goldman, by power of attorney	09/25/2008
**Signature of Reporting Person	Date
/s/ Thomas E. Lynch on behalf of Scott P. Scharfman, by power of attorney	09/25/2008
**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).

(1) These shares are held by Mill Road Capital, L.P. (the "Fund"). Mill Road Capital GP LLC (the "GP") is the sole general partner of the Fund, and Thomas Lynch, Charles Goldman and Scott Scharfman are the Management Committee Directors of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

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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