

MOTHERS WORK INC
Form SC 13G/A
February 08, 2008

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 10)(1)**

Mothers Work, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

619903 10 7

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 619903 10 7

1. Names of Reporting Persons
Dan W. Matthias
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
5. Sole Voting Power
0 (See Item 4)
6. Shared Voting Power
375,420 (See Item 4)
7. Sole Dispositive Power
0 (See Item 4)
8. Shared Dispositive Power
375,420 (See Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
375,420 (See Item 4)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.9% (See Item 4)
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 619903 10 7

1. Names of Reporting Persons
Rebecca C. Matthias
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
5. Sole Voting Power
0 (See Item 4)
6. Shared Voting Power
375,420 (See Item 4)
7. Sole Dispositive Power
0 (See Item 4)
8. Shared Dispositive Power
375,420 (See Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
375,420 (See Item 4)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.9% (See Item 4)
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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Item 1.

- (a) Name of Issuer
Mothers Work, Inc.
- (b) Address of Issuer's Principal Executive Offices
456 North Fifth Street

Philadelphia, PA 19123

Item 2.

- (a) Name of Person Filing
Dan W. Matthias
- (b) Address of Principal Business Office or, if none, Residence
Rebecca C. Matthias
Dan and Rebecca Matthias:

c/o Mothers Work, Inc.

456 North Fifth Street

Philadelphia, PA 19123
- (c) Citizenship
Dan and Rebecca Matthias:
- (d) Title of Class of Securities
United States of America
Common Stock
- (e) CUSIP Number
619903 10 7

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned (1): Dan W. Matthias holds 167,475 shares purchasable upon the exercise of stock options, 17,048 shares (of which 10,000 are subject to vesting conditions), and 6,374 shares owned jointly with his wife, Rebecca C. Matthias. Rebecca C. Matthias holds 167,475 shares purchasable upon the exercise of stock options, 17,048 shares (of which 10,000 are subject to vesting conditions), and 6,374 shares owned jointly with her husband, Dan W. Matthias. Collectively, as husband and wife, Dan and Rebecca Matthias beneficially own an aggregate of 375,420 shares of Common Stock.
- (b) Percent of class (1) (2): Dan and Rebecca Matthias each own 3.1% of the class. Collectively, as husband and wife, Dan and Rebecca Matthias own 5.9% of the class.
- (c) Number of shares of Common Stock as to which each of Dan W. Matthias and Rebecca C. Matthias has:
 - (i) Sole power to vote or to direct the vote (1):
0
 - (ii) Shared power to vote or to direct the vote (1):
375,420
 - (iii) Sole power to dispose or to direct the disposition of (1):
0
 - (iv) Shared power to dispose or to direct the disposition of (1):
375,420

(1) Shares beneficially owned are reported as of the date of filing of this Schedule 13G/A.

(2) Calculated on the basis of 6,066,598 shares of Common Stock outstanding on January 31, 2008, according to the Form 10-Q of the Issuer filed on February 8, 2008.

on January 31, 2008 according to the Form 10-Q of the Issuer filed on February 8, 2008

- Item 5. Ownership of Five Percent or Less of a Class**
Not applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person**
Not applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**
Not applicable
- Item 8. Identification and Classification of Members of the Group**
Not applicable
- Item 9. Notice of Dissolution of Group**
Not applicable
- Item 10. Certification**
Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2008

By: /s/ Dan W. Matthias
Name: Dan W. Matthias

By: /s/ Rebecca C. Matthias
Name: Rebecca C. Matthias