

MOTHERS WORK INC
 Form 3
 July 14, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Mill Road Capital, L.P. | | (Month/Day/Year) | MOTHERS WORK INC [MWRK] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 07/02/2008 | | |
| TWO SOUND VIEW DRIVE,Â SUITE 300 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| GREENWICH,Â CTÂ 06830 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 606,939 | D ⁽¹⁾ | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

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 its sole general partner on behalf of Mill Road Capital, L.P. | 07/14/2008 |
| __Signature of Reporting Person | Date |
| /s/ Thomas E. Lynch, Management Committe Director and Chairman on behalf of Mill Road Capital GP, LLC | 07/14/2008 |
| __Signature of Reporting Person | Date |
| /s/ Thomas E. Lynch | 07/14/2008 |
| __Signature of Reporting Person | Date |
| /s/ Thomas E. Lynch on behalf of Charles M. B. Goldman, by power of attorney | 07/14/2008 |
| __Signature of Reporting Person | Date |
| /s/ Thomas E. Lynch on behalf of Scott P. Scharfman, by power of attorney | 07/14/2008 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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 (1) 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. 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.