

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

SCHEDULE 13G
(Rule 13d-102)

Under the Securities Exchange Act of 1934

(Amendment No. _____) *

Mothers Work, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

619903 10 7

(CUSIP Number)

*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).

Page 1 of 6

SCHEDULE 13G

CUSIP No. 619903 10 7

1 | NAME OF REPORTING PERSON
| I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
|
| Dan W. Matthias
|

2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_
| (b) |_

3 | SEC USE ONLY

|
| U.S.A.

		5	SOLE VOTING POWER
			109,905
NUMBER OF SHARES		-----	-----
BENEFICIALLY		6	SHARED VOTING POWER
OWNED BY EACH			497,410
REPORTING PERSON		-----	-----
WITH		7	SOLE DISPOSITIVE POWER
			109,905
		-----	-----
		8	SHARED DISPOSITIVE POWER
			497,410

9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
| 607,315

10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
| SHARES* | |

11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
| 16.5%
|

12 | TYPE OF REPORTING PERSON*
| IN
|

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 3 of 6

Item 1(a) Name of Issuer:

Mothers Work, Inc.

Item 1(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 and Rebecca C. Matthias

Item 2(b) Address of Principal Business Office:

c/o Mothers Work, Inc.
456 North Fifth Street
Philadelphia, PA 19123

Item 2(c) Citizenship:

United States of America

Item 2(d) Title of Class of Securities:

Common Stock, par value \$.01 per share ("Common Stock")

Item 2(e) CUSIP Number:

619903 10 7

Item 3 If this statement is filed pursuant to Rules 13d-1(b),
or 13d-2(b), check whether the person filing is a:

Not applicable

Item 4 Ownership.

(a) Amount Beneficially Owned: Dan W. Matthias beneficially owns an aggregate 607,315 shares of Common Stock. Except for 109,905 shares purchasable upon the exercise of stock options, Mr. Matthias owns these shares jointly with his wife, Rebecca C. Matthias. Rebecca C. Matthias beneficially owns an aggregate 607,315 shares of Common Stock. Except for

Page 4 of 6

109,905 shares purchasable upon the exercise of stock options, Mrs. Matthias owns these shares jointly with her husband, Dan W. Matthias.

(b) Percent of Class: 16.5% of the Class is beneficially owned by each of Dan W. Matthias and Rebecca C. Matthias.

(c) Number of shares of Common Stock as to each of Dan W. Matthias and Rebecca C. Matthias have:

(i)	sole power to vote or to direct the vote	109,905
(ii)	shared power to vote or to direct the vote	497,410
(iii)	sole power to dispose or to direct the disposition of	109,905
(iv)	shared power to dispose or to direct the disposition of	497,410

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.

Not Applicable

Item 8 Identification and Classification of Members of the Group.

Not Applicable

Item 9 Notice of Dissolution of Group.

Not Applicable

Page 5 of 6

Item 10 Certification.

Not Applicable

After reasonable inquiry, and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Date: January 27 , 1998

/S/Dan W. Matthias

/S/Rebecca C. Matthias

Page 6 of 6