

WALTERS MILTON J
Form 3
February 06, 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 *

WALTERS MILTON J
(Last) (First) (Middle)

C/O FREDERICK'S OF HOLLYWOOD GROUP INC., (FORMERLY MOVIE STAR, INC.)
(Street)

1115 BROADWAY, NEW YORK, NY 10010
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/28/2008

3. Issuer Name and Ticker or Trading Symbol

FREDERICK'S OF HOLLYWOOD GROUP INC /NY/ [FOH]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 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)

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (Right to Buy) | 12/08/2006 | 12/07/2016 | Common Stock | 31,170 ⁽¹⁾ | \$ 2.46 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTERS MILTON J C/O FREDERICK'S OF HOLLYWOOD GROUP INC. (FORMERLY MOVIE STAR, INC.) 1115 BROADWAY, NEW YORK, NY 10010 | Â X | Â | Â | Â |

Signatures

Milton J. Walters 02/05/2008

__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).
Represents shares issuable upon exercise of an option assumed by the Issuer pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of December 18, 2006, as amended, by and among the Issuer, FOH Holdings, Inc. ("FOH Holdings") and Fred (1) Merger Corp. upon consummation of the merger with FOH Holdings on January 28, 2008. 13,359 of these shares vested on December 8, 2006, 4,453 of these shares vested on January 26, 2008, 4,453 shares will vest on each of the last Saturday of January 2009 and 2010 and 4,552 shares will vest on the last Saturday of January 2011.

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.