

FREDERICK'S OF HOLLYWOOD GROUP INC /NY/
 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â LoRe Linda</p> <p>(Last) (First) (Middle)</p> <p>C/O FREDERICK'S OF HOLLYWOOD GROUP INC.,Â (FORMERLY MOVIE STAR, INC.)</p> <p>(Street)</p> <p>6255 SUNSET BLVD., HOLLYWOOD,Â CAÂ 90028</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/28/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FREDERICK'S OF HOLLYWOOD GROUP INC /NY/ [FOH]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & CEO, FOH Division</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	200,000 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (Right to Buy)	12/02/2003	12/01/2013	Common Stock	244,907 <u>(2)</u>	\$ 1.9	D	Â
Stock Option (Right to Buy)	12/08/2006	12/07/2016	Common Stock	240,455 <u>(3)</u>	\$ 2.46	D	Â
Stock Option (Right to Buy)	01/28/2008	01/27/2018	Common Stock	100,000 <u>(4)</u>	\$ 3.1	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LoRe Linda C/O FREDERICK'S OF HOLLYWOOD GROUP INC. (FORMERLY MOVIE STAR, INC.) 6255 SUNSET BLVD., HOLLYWOOD, CA 90028	Â X	Â	Â President & CEO, FOH Division	Â

Signatures

Linda LoRe 02/05/2008
 **Signature of Date
 Reporting Person

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).
 - (1) Represents shares of restricted stock 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 Merger Corp. upon the consummation of the merger with FOH Holdings on January 28, 2008 (the "Merger"). 100,000 of these shares will vest on December 31, 2009 and 50,000 shares will vest on each of December 31, 2010 and 2011, provided that the Reporting Person is employed by the Issuer on such dates.
 - (2) Represents shares issuable upon exercise of an immediately exercisable option assumed by the Issuer upon consummation of the Merger.
 - (3) Represents shares issuable upon exercise of an option assumed by the Issuer upon the consummation of the Merger. 60,114 of these shares vested on January 26, 2008 and 60,114 shares will vest on each of the last Saturday in January 2009 and 2010, and 60,113 shares will vest on the last Saturday in January 2011.
 - (4) Represents shares issuable upon exercise of an option granted to the Reporting Person upon the consummation of the Merger. 25,000 of these shares vested on January 28, 2008 and 75,000 shares will vest in three equal annual installments on each of the first, second and third anniversaries of the date of grant.

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.