

Becker Steven R  
 Form 4  
 November 05, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Becker Steven R

2. Issuer Name and Ticker or Trading Symbol  
 TUESDAY MORNING CORP/DE [TUES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 500 CRESCENT COURT, SUITE 230  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/01/2012

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

DALLAS, TX 75201

4. 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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/01/2012		P		117,639 (1)	A	\$ 5.8702	3,057,797	I	See Footnotes 2 and 3. (2) (3)
Common Stock	11/02/2012		P		129,848 (1)	A	\$ 5.8607	3,187,645	I	See Footnotes 2 and 3. (2) (3)
Common Stock	11/05/2012		P		209,248 (1)	A	\$ 5.9743	3,396,893	I	See Footnotes 2 and 3. (2)

(3)

Common Stock 8,886 D (4)

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becker Steven R 500 CRESCENT COURT SUITE 230 DALLAS, TX 75201	X			

## Signatures

/s/ Andrew S. McLelland,  
attorney-in-fact 11/05/2012

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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 of common stock ("Common Stock"), par value \$0.01 per share, of Tuesday Morning Corporation (the "Issuer")  
(1) directly beneficially owned by Becker Drapkin Management, L.P. ("BD Management") on behalf of a managed account (the "Managed Account").

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- Represents shares of Common Stock directly beneficially owned by Becker Drapkin Partners (QP), L.P. ("Becker Drapkin QP")
- (2) (1,379,894 shares), Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.") (191,517 shares), BD Partners V, L.P. ("BD Partners V") (808,221 shares) and BD Management on behalf of the Managed Account (1,017,261 shares). (continued in Footnote 3).

- Mr. Becker may be deemed to beneficially own such shares of Common Stock as he is a co-managing member of BC Advisors, LLC, which is the general partner of BD Management (of which Mr. Becker is a limited partner), and BD Management is the general partner
- (3) of, and investment manager for, each of Becker Drapkin QP, Becker Drapkin, L.P. and BD Partners V. BD Management is also the investment manager for the Managed Account. Mr. Becker disclaims beneficial ownership in such shares of Common Stock except to the extent of his pecuniary interest therein.
- (4) Represents shares of restricted stock, all of which vest have vested and were granted pursuant to the Tuesday Morning Corporation 2004 Long-Term Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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