Becker Steven R Form 4 November 20, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Becker Steven R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TUESDAY MORNING CORP/DE

[TUES]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director 10% Owner \_ Other (specify Officer (give title

500 CRESCENT COURT, SUITE

(Street)

230

4. If Amendment, Date Original

11/16/2012

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75201

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of (	` ′	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)
Common Stock	11/16/2012		P	22,007 (1)	A	\$ 5.6227	3,630,335	I	See Footnotes 2 and 3. (2) (3)
Common Stock	11/20/2012		P	3,900 (1)	A	\$ 5.75	3,634,235	I	See Footnotes 2 and 3. (2) (3)
Common Stock							17,186	D (4)	

#### Edgar Filing: Becker Steven R - Form 4

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

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.

**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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	ınt of	Derivative	Ι
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivativo	e		Secur	ities	(Instr. 5)	E
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						F
					(A) or						F
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	V (A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Becker Steven R							
500 CRESCENT COURT	X						
SUITE 230	Λ						

### **Signatures**

DALLAS, TX 75201

/s/ Andrew S. McLelland, 11/20/2012 attorney-in-fact

> \*\*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").
- 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 (1,254,603 shares). (continued in Footnote 3).
- (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

Reporting Owners 2

9. Nu Deriv Secu

Bene Own Follo Repo Trans (Insti

#### Edgar Filing: Becker Steven R - Form 4

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, 8,886 shares of which have vested and 8,300 shares which vest on November 4, 2013. All of such shares 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. 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.