

CHERESKIN BENJAMIN D
Form 4
September 18, 2009

FORM 4

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

OMB APPROVAL

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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 *
CHERESKIN BENJAMIN D

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)
THREE FIRST NATIONAL
PLAZA, SUITE 4600
(Street)
CHICAGO, IL 60602
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2009

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

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

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock					10,838,526	I	See footnotes (1) (2)
Common Stock	09/16/2009		S ⁽³⁾	17,700 D 4.42 ⁽⁴⁾	\$ 48,054	I	See footnote (5)
Common Stock	09/17/2009		S ⁽³⁾	48,054 D 4.41 ⁽⁶⁾	\$ 0	I	See footnote (5)
Common					1,178	D ⁽⁷⁾	

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- The reporting person and Messrs. Canning, Finnegan and Menckoff and MDP II each hereby disclaims any beneficial ownership of any shares directly held by MDCP II or by MDP II, except to the extent of their respective pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by MDP II.
 - (4) Represents the weighted average trading price of the shares sold on the transaction date. The trading range for these shares was \$4.34 to \$4.48.
- These shares are owned of record by MDP II. The reporting person is a managing director of the general partner of MDP II (and a limited partner of MDP II) and may be deemed to have an indirect pecuniary interest in the shares owned by MDP II to the extent of the reporting person's proportionate interest in MDP II.
- (6) Represents the weighted average trading price of the shares sold on the transaction date. The trading range for these shares was \$4.31 to \$4.50.
 - (7) Consists of 471 shares of common stock of the issuer held of record by Mr. Chereskin, as well as 707 shares held of record by LEGATUM Partners, L.P., of which shares Mr. Chereskin is the beneficial owner.

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.