CHERESKIN BENJAMIN D

Form 4

September 18, 2009

FORM 4

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

OMB Number:

OMB APPROVAL

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obligations

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CHERESKIN BENJAMIN D

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

TUESDAY MORNING CORP/DE [TUES]

(Check all applicable)

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

09/16/2009

_X__ Director Officer (give title

_X__ 10% Owner _ Other (specify

THREE FIRST NATIONAL PLAZA, SUITE 4600

> (Street) 4. If Amendment, Date Original

> > 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

CHICAGO, IL 60602

CINC/100, IE 00002							Person		
(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3, 4)	sposed	of (D)	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							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)	

Stock

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Funite/Fruitess	Director	10% Owner	Officer	Other		
CHERESKIN BENJAMIN D THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602	X	X				

Signatures

/s/ Mark B. Tresnowski, as attorney-in-fact 09/18/2009

**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).

These shares are owned of record by Madison Dearborn Capital Partners II, L.P. ("MDCP II"). Madison Dearborn Partners II, L.P. ("MDP II") is the general partner of MDCP II. The shares held by MDCP II may be deemed to be beneficially owned by MDP II, the sole general partner of MDCP II. The reporting person is a managing director of the general partner of MDP II (and a limited partner of MDP II), and therefore may be deemed to share beneficial ownership of the shares owned directly by MDCP II. John A. Canning, Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee of MDP II that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDCP II.

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- The reporting person and Messrs. Canning, Finnegan and Mencoff 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.