

TUESDAY MORNING CORP/DE
Form 4
October 30, 2009

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 *
MADISON DEARBORN
PARTNERS II LP

(Last) (First) (Middle)

THREE FIRST NATIONAL
PLAZA, SUITE 4600

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/30/2009		J ⁽¹⁾		550,000	D	\$ 0
					10,288,526	I	
Common Stock	10/30/2009		J ⁽⁴⁾		100,104	A	\$ 0
					100,104	D	

See footnotes (2) (3)

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

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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 Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADISON DEARBORN PARTNERS II LP THREE FIRST NATIONAL PLAZA SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN CAPITAL PARTNERS II LP THREE FIRST NATIONAL PLAZA SUITE 4600 CHICAGO, IL 60602		X		

Signatures

/s/ Madison Dearborn Partners II, L.P., by Madison Dearborn Partners, Inc., its General Partner, by Mark B. Tresnowski, its Managing Director 10/30/2009

__Signature of Reporting Person Date

/s/ Madison Dearborn Capital Partners II, L.P., by Madison Dearborn Partners II, L.P., its General Partner, by Madison Dearborn Partners, Inc., its General Partner, by Mark B. Tresnowski, its Managing Director 10/30/2009

__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).
- (1) Reflects a pro rata distribution of shares of common stock of the issuer by Madison Dearborn Capital Partners II, L.P. ("MDCP II"), the record owner of the shares, to its general and limited partners on October 30, 2009 (the "Distribution"), including Madison Dearborn Partners II, L.P. ("MDP II"), the sole general partner of MDCP II. As a result of the Distribution, MDP II became the record owner of 117,844 shares of common stock of the issuer. Following the Distribution and on the same day, MDP II further distributed (on a pro-rata basis) 17,740 shares of common stock of the issuer to its general and limited partners and retained 100,104 shares of common stock of the

issuer.

- (2) MDCP II is the record owner of these shares.

These shares may be deemed to be beneficially owned by MDP II, the general partner of 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. Messrs. Canning, Finnegan and Mencoff and MDP II each hereby disclaims any

- (3) beneficial ownership of any shares directly held by MDCP II, except to the extent of their respective pecuniary interest therein and the inclusion of such 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. Due to this limited partner committee of MDP II, Madison Dearborn Partners, Inc., the sole general partner of MDP II, no longer reports beneficial ownership of any of these shares.
- (4) Consists of shares of common stock of the issuer received by MDP II in the Distribution and retained by it following its subsequent distribution of shares of common stock to its general and limited partners.

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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