

Becker Steven R
 Form 4
 December 26, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 12/21/2012

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 or Price | | | |
| Common Stock | 12/21/2012 | | P | 6,954 (1) | A \$ 5.75 | 3,647,789 | I | See Footnotes (2) (3) |
| Common Stock | 12/24/2012 | | P | 33,000 (1) | A \$ 5.8218 | 3,680,789 | I | See Footnotes (2) (3) |
| Common Stock | 12/26/2012 | | P | 52,100 (1) | A \$ 5.9111 | 3,732,889 | I | See Footnotes (2) (3) |
| Common | | | | | | 17,186 | D (4) | |

Stock

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 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 Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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
Date: 12/26/2012

**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).
 - (1) Represents shares of common stock ("Common Stock"), par value \$0.01 per share, of Tuesday Morning Corporation (the "Issuer") directly beneficially owned by Becker Drapkin Management, L.P. ("BD Management") on behalf of a managed account (the "Managed Account") and purchased pursuant to a 10b5-1 plan.
 - (2) Represents shares of Common Stock directly beneficially owned by Becker Drapkin Partners (QP), L.P. ("Becker Drapkin QP") (1,379,894 shares), Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.") (191,517 shares), BD Partners V, L.P. ("BD Partners V")

Edgar Filing: Becker Steven R - Form 4

(808,221 shares) and BD Management on behalf of the Managed Account (1,353,257 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, 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.