

TUESDAY MORNING CORP/DE
 Form 4
 February 14, 2014

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 *
 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)
 02/12/2014

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

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	02/12/2014		S	188,639 D \$ 14.3015	413,730	I	See Footnotes (1) (2) (3) (4) (5)
Common Stock	02/12/2014		S	180,551 D \$ 14.3015	395,991	I	See Footnotes (1) (2) (3) (4) (6)
Common Stock	02/12/2014		S	25,059 D \$ 14.3015	54,961	I	See Footnotes (1) (2) (3) (4)

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Common Stock	02/12/2014	S	105,751	D	\$ 14.3015	231,936	I	(7) See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(8)</u>
Common Stock	02/13/2014	S	79,228	D	\$ 14.0913	334,502	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	02/13/2014	S	75,832	D	\$ 14.0913	320,159	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>
Common Stock	02/13/2014	S	10,525	D	\$ 14.0913	44,436	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(7)</u>
Common Stock	02/13/2014	S	44,415	D	\$ 14.0913	187,521	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(8)</u>
Common Stock	02/14/2014	S	161,687	D	\$ 14.1063	172,815	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	02/14/2014	S	14,444	D	\$ 14.1063	305,715	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>
Common Stock	02/14/2014	S	2,005	D	\$ 14.1063	42,431	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(7)</u>
Common Stock	02/14/2014	S	8,460	D	\$ 14.1063	179,061	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(8)</u>
Common Stock						22,240	D	<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(9)</u>

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 Following Transaction (Instr. 5)
				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
Becker Steven R 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201		X		

Signatures

/s/ Steven R. Becker
02/14/2014

__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) This statement is filed by and on behalf of Steven R. Becker. A managed account (the "Managed Account"), Becker Drapkin Partners (QP), L.P. ("QP Fund"), Becker Drapkin Partners, L.P. ("LP Fund"), BD Partners V, L.P. ("BD Partners V") and Mr. Becker are the direct beneficial owners of the securities covered by this report.
- (2) Becker Drapkin Management, L.P. ("BD Management") provides investment advisory services for the Managed Account and is the general partner of each of QP Fund, LP Fund and BD Partners V. BD Management may be deemed to beneficially own securities owned by the Managed Account, QP Fund, LP Fund and BD Partners V. BC Advisors, LLC ("BC Advisors") is the general partner of BD Management and may be deemed to beneficially own securities owned by BD Management. Mr. Becker is a co-managing member of BC Advisors and may be deemed to beneficially own securities owned by BC Advisors.
- (3) Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
- (4) Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a

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group with respect to the issuer or securities of the issuer.

- (5) Represents shares directly beneficially owned by the Managed Account.
- (6) Represents shares directly beneficially owned by QP Fund.
- (7) Represents shares directly beneficially owned by LP Fund.
- (8) Represents shares directly beneficially owned by BD Partners V.
- (9) Includes 5,054 shares of restricted stock which vest on November 29, 2014, or immediately prior to the issuer's next annual meeting of stockholders, subject to the terms of the issuer's 2008 Long-Term Equity Incentive Plan and the applicable award agreement.

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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