

TUESDAY MORNING CORP/DE
Form 4/A
September 23, 2016

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 *
SHIRLEY STACIE

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)
6250 LBJ FREEWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO, Treasurer

DALLAS, TX 75240
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/06/2016

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 | 09/01/2016 | | A | | 9,076 (1) | A | \$ 0 62,258 D |
| Common Stock | 09/01/2016 | | A | | 15,559 (2) | A | \$ 0 77,817 D |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 6.71 | 09/01/2016 | | A | 21,610 | <u>(3)</u> 09/01/2026 | Common Stock 21,610 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHIRLEY STACIE 6250 LBJ FREEWAY DALLAS, TX 75240 | | | EVP, CFO, Treasurer | |

Signatures

/s/ Stacie Shirley, by Bridgett Zeterberg, Attorney in Fact 09/23/2016

__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) The 9,076 shares represent shares of time-vesting restricted stock granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 1, 2017, September 1, 2018, September 1, 2019 and September 1, 2020.
- (2) The 15,559 shares represent shares of performance-based restricted stock granted pursuant to the Company's 2014 Long-Term Incentive Plan. Subject to satisfaction of certain performance criteria, the restricted stock will vest on September 1, 2019. This amendment is filed to correct an inadvertent error in the number of shares of restricted stock granted.
- (3) The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 1, 2017, September 1, 2018, September 1, 2019 and September 1, 2020.

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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