

TUESDAY MORNING CORP/DE  
Form 4  
February 02, 2010

**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

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)  
  
THREE FIRST NATIONAL  
PLAZA, SUITE 4600  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2010

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

CHICAGO, IL 60602

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	(A) or (D)	Price
Common Stock	02/01/2010		S		1,600,000	D	\$ 4.3
					8,688,526	I	

See Footnotes (1) (2)

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. 6)
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## 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 02/02/2010  
Date
\*\*Signature of Reporting Person

/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 02/02/2010  
Date
\*\*Signature of Reporting Person

## 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) Madison Dearborn Capital Partners II, L.P. ("MDCP II") is the record owner of these shares.

These shares may be deemed to be beneficially owned by Madison Dearborn Partners II, L.P. ("MDP II"), the general partner of MDCP II, John A. Canning, Paul J. Finnegan and Samuel M. Menco 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 Menco

(2) and MDP II each hereby disclaims any 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.

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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.