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TRANS WORLD ENTERTAINMENT CORP

Form 4

August 08, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

MILLER LLOYD I III

1. Name and Address of Reporting Person *

			NS WORLD ERTAINMENT CORP MC]	(Check all applicable) Director X 10% Owner				
(Last)	(First) (N	(Month	of Earliest Transaction /Day/Year)	Officer (give title below) Officer (give title below)				
4550 GOK	DON DRIVE	08/07/	/2008					
	(Street)		nendment, Date Original	6. Individual or Joint/Group Filing(Cl	neck			
NAPLES, I	FL 34102	Filed(M	Ionth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
				Person				
(City)	(State)	(Zip) Ta	ble I - Non-Derivative Securities A	equired, Disposed of, or Beneficially O	wned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code (D)	Securities Ownership Indir Beneficially Form: Direct Bene	eficial ership			
Common Stock	08/07/2008		P 2,375 A \$ 2.98	1,218,444 (1) I A-4	Frust - Lloyd Iiller			
Common Stock				1,665,083 (1) I By I	Milfam .P.			
Common Stock				Mill	Lloyd I. ler, III, odian			

under Florida UGMA for

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			Alexandra B. Miller
Common Stock	85,983 <u>(1)</u>	I	By Trust C - Lloyd I. Miller
Common Stock	701,833 (1)	I	By Milgrat I (F6)
Common Stock	26,984 (1)	I	By Milgrat I (QQQQ)
Common Stock	6,000 (1)	I	By Lloyd I. Miller, III, Trustee GST Catherine C. Miller
Common Stock	6,000 (1)	I	By Lloyd I. Miller, III, Trustee GST Kimberly S. Miller
Common Stock	6,000 (1)	I	By Lloyd I. Miller, III, Trustee GST Lloyd I. Miller
Common Stock	12,031 (1)	I	By Susan F. Miller
Common Stock	14,151 <u>(1)</u>	I	By Kimberly S. Miller
Common Stock	815,255	D	

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)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui

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Bene Own Follo Repo Trans (Instr

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(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				
MILLER LLOYD I III								
4550 GORDON DRIVE		X						
NAPLES, FL 34102								

Signatures

/s/ David J. Hoyt Attorney-in-fact 08/08/2008

**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).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing

(1) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any equity securities covered by this filing.

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.

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