

Becker Steven R
 Form 4
 September 21, 2017

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

OMB APPROVAL

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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)
 09/19/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

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 Ownership (Instr. 4)
				Code V	Amount or Price		
Common Stock	09/19/2017			A	208,644 (1)	A	\$ 0 951,781 D

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 Security (Instr. 3 and 4)	8. Amount of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (Right to Buy)	\$ 2.45	09/19/2017		A		248,385		(2)	09/19/2027	Common Stock	24
Non-Qualified Stock Option (Right to Buy)	\$ 6.71							(4)	09/01/2026	Common Stock	24
Non-Qualified Stock Option (Right to Buy)	\$ 5.64							(5)	02/02/2026	Common Stock	29
Non-Qualified Stock Option (Right to Buy)	\$ 4.22							(6)	07/01/2022	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becker Steven R 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	X		Chief Executive Officer	

Signatures

/s/ Steven R.
Becker

09/21/2017

**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).

- Represents performance-based restricted stock granted to Steven R. Becker on September 19, 2017 pursuant to the Tuesday Morning Corporation 2014 Long-Term Incentive Plan (the "2014 LTIP"). The performance-based restricted stock vests on the third anniversary of the date of the grant, subject to the satisfaction of certain performance criteria. Reflects the maximum number of shares that may vest.
- (1) Corporation 2014 Long-Term Incentive Plan (the "2014 LTIP"). The performance-based restricted stock vests on the third anniversary of the date of the grant, subject to the satisfaction of certain performance criteria. Reflects the maximum number of shares that may vest.
 - (2) The option vests in equal annual installments over four years beginning on the first anniversary of the grant date.
 - (3) Granted to Mr. Becker on September 19, 2017 pursuant to the 2014 LTIP.
 - (4) The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Mr. Becker on September 1, 2016 pursuant to the 2014 LTIP.

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- (5) The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Mr. Becker on February 2, 2016 pursuant to the 2014 LTIP.
- (6) The option is fully vested and currently exercisable, and was granted to Mr. Becker on July 1, 2012 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.