Edgar Filing: TRANS WORLD ENTERTAINMENT CORP - Form 4

TRANS WORLD ENTERTAINMENT CORP

Form 4

October 09, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average

burden hours per

response...

5. Relationship of Reporting Person(s) to

35,002 (2)

Ι

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

1(b).

Stock

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

MILLER LLOYD I III				Symbol TRANS WORLD ENTERTAINMENT CORP [TWMC]					Issuer (Check all applicable) Director X 10% Owner			
	(Last) 4550 GORI	(First) OON DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/08/2008				Officer (give below)	her (specify			
(Street) NAPLES, FL 34102				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativo	e Secu	ırities Acqı	uired, Disposed o	f, or Benefici	ally Owned	
	1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year		Date, if	3. Transaction Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	ispose	d of (D)	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)	
	Common Stock	10/08/2008			Р	3,540	A	\$ 2.2444 (1)	89,523 (2)	I	By Trust C - Lloyd I. Miller	
	Common Stock								1,952,185 (2)	I	By Milfam II L.P.	
	Common								948,588	D		

By Lloyd I.

Miller, III, custodian

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			under Florida UGMA for Alexandra B. Miller
Common Stock	1,487,043 (2)	I	By Trust A-4 - Lloyd I. Miller
Common Stock	701,833 (2)	I	By Milgrat I (F6)
Common Stock	26,984 (2)	I	By Milgrat I (QQQQ)
Common Stock	6,000 (2)	I	By Lloyd I. Miller, III, Trustee GST Catherine C. Miller
Common Stock	6,000 (2)	I	By Lloyd I. Miller, III, Trustee GST Kimberly S. Miller
Common Stock	6,000 (2)	I	By Lloyd I. Miller, III, Trustee GST Lloyd I. Miller
Common Stock	12,031 (2)	I	By Susan F. Miller
Common Stock	14,151 (2)	I	By Kimberly S. Miller

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)		Owne
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amount		
					()	Exercisable	Date	or		
								Number		
								of		
								Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
MILLER LLOYD I III							
4550 GORDON DRIVE		X					
NAPLES, FL 34102							

Signatures

/s/ David J. Hoyt 10/09/2008 Attorney-in-fact

**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).
- The price in Column 4 is a weighted average price. The prices actually paid ranged from \$2.15 to \$2.25 per share. The reporting person (1) will provide to the Issuer, any security holder of the Issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing (2) 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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