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TWEETER HOME ENTERTAINMENT GROUP INC

Form 4 May 08, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Estimated average burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

Stock

Stock

Stock

Common

Common

Common

05/04/2006

05/05/2006

05/05/2006

(Print or Type Responses)

(Print or Type	Responses)								
1. Name and Address of Reporting Person * CRONIN MICHAEL F			2. Issuer Name an Symbol FWEETER HO ENTERTAINM [(TWTR)]	ME		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner			
(Last)							Officer (gi	Other (specify	
200 CLAR FLOOR	ENDON STREET		(Month/Day/Year) 05/04/2006						
	4. If Amendment, I Filed(Month/Day/Ye	f Amendment, Date Original cd(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BOSTON,	MA 02116							More than One	·
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	ities Ac	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if Transacti Code	4. Securit for(A) or Dis (Instr. 3, 4)	sposed	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	05/04/2006		S	49,418	D	\$ 8.42	1,379,059	I	Partnership

782

51,780

820

S

S

S

8.42

8.42

8.61

21,830

29,814

21,010

1,327,279

Ι

D

Ι

Ι

D

D

(1)

(1)

(1)

Partnership

Partnership

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 $\begin{array}{cccc} \text{Common} & & & & \text{Partnership} \\ \text{Stock} & & & & & & & & & & & & \\ \end{array}$

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)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						_			or		
						Date Exercisable	Expiration Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CRONIN MICHAEL F 200 CLARENDON STREET, 50TH FLOOR X BOSTON, MA 02116

Signatures

/s/ Michael F.

Cronin 05/08/2006

**Signature of Date

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).
- All shares are held by Weston Presidio Capital IV, L.P. and WPC Entrepreneur Fund II, L.P. (collectively, the "Weston Funds"). The reporting person is a managing member of the general partner of the Weston Funds. The reporting person disclaims beneficial ownership of the shares held by the Weston Funds, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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