

Hixon Phillip D.
Form 4
September 28, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hixon Phillip D.

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)
6250 LBJ FREEWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Store Operations

DALLAS, TX 75240

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)

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	09/26/2018		A		15,648 (1)	A	\$ 0 107,734 D
Common Stock	09/26/2018		A		26,826 (2)	A	\$ 0 134,560 D

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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)	Amount or Number of Shares
Employee Stock Option(right to buy)	\$ 3.25	09/26/2018		A	37,258	(3) 09/26/2028	Common Stock	37,25

Reporting Owners

Reporting Owner Name / Address	Relationships
Hixon Phillip D. 6250 LBJ FREEWAY DALLAS, TX 75240	Director 10% Owner Officer Other EVP, Store Operations

Signatures

By:/s/ Phillip D. Hixon, by Bridgett Zeterberg, Attorney in Fact
 09/28/2018
 **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).
- (1) The 15,648 shares represent shares of time-vesting restricted stock granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 26, 2019, September 26, 2020, September 26, 2021 and September 26, 2022.
- The 26,826 shares represent shares of performance-based restricted stock granted pursuant to the Company's 2014 Long-Term Incentive Plan.
- (2) Subject to the satisfaction of certain performance criteria, the restricted stock will vest on September 26, 2021. Reflects the maximum number of shares that may vest.
- (3) The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 26, 2019, September 26, 2020, September 26, 2021 and September 26, 2022.

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.