

TOWN SPORTS INTERNATIONAL HOLDINGS INC

Form 4

August 14, 2007

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

OMB APPROVAL

OMB
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Prue Jennifer

(Last) (First) (Middle)

5 PENN PLAZA

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolTOWN SPORTS
INTERNATIONAL HOLDINGS
INC [CLUB]3. Date of Earliest Transaction
(Month/Day/Year)

08/01/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Information Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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)
Common Stock	08/01/2007		M	8,400	A	\$ 6.53	8,400 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)**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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 5.35					02/04/2004 ⁽¹⁾ 06/01/2010	Common Stock, par value \$0.001 8,600
Stock Option (right to buy)	\$ 10.28					02/04/2004 ⁽¹⁾ 07/23/2013	Common Stock, par value \$0.001 2,800
Stock Option (right to buy)	\$ 1.6					12/31/2008 ⁽¹⁾ 06/01/2010	Common Stock, par value \$0.001 22,400
Stock Option (right to buy)	\$ 6.53	08/01/2007		M	8,400	12/31/2012 ⁽¹⁾ 07/23/2013	Common Stock, par value \$0.001 2,800
Stock Option (right to buy)	\$ 12.05					08/04/2007 ⁽³⁾ 08/04/2016	Common Stock, par value \$0.001 35,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Prue Jennifer 5 PENN PLAZA NEW YORK, NY 10001	Chief Information Officer

Signatures

/s/ Robert Kane,
Attorney-in-Fact 08/14/2007

__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) These options are subject to vesting earlier than indicated date in the event of the sale of the Issuer to a third party, or the achievement by the Issuer of certain Equity Value Targets (as defined in the Stock Option Agreement governing this grant).
- (2) Represents an option granted by the Issuer.

The option is subject to a vesting schedule during which 25% of the shares subject to the option vest on each of the first four anniversaries
- (3) of the grant date. This option is also subject to vesting earlier than the date indicated in the event of a Change in Control (as defined in the Issuer's 2006 Stock Incentive Plan) of the Issuer.

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.