TSR INC Form 4 August 09, 2007

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Street)

HUGHES JOSEPH F

2. Issuer Name and Ticker or Trading

Symbol

TSR INC [TSRI]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

C/O TSR INC, 400 OSER AVE #150 08/07/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X Director X__ 10% Owner _ Other (specify X_ Officer (give title

President, Chairman and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HAUPPAUGE, NY 11788

(City)	(State) (Z	(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)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Stock, \$0.01 par value	08/07/2007		P	200	A	\$ 3.9	1,527,097	D			
Common Stock, \$0.01 par value	08/08/2007		P	7,415	A	\$ 4	1,534,512	D			
Common Stock, \$0.01 par value	08/08/2007		P	4,385	A	\$ 3.99	1,538,897	D			

Common Stock, \$0.01 par value	08/08/2007	P	1,000	A	\$ 3.98	1,539,897	D	
Common Stock, \$0.01 par value	08/09/2007	P	1,401	A	\$ 3.97	1,541,298	D	
Common Stock, \$0.01 par value	08/09/2007	P	100	A	\$ 3.95	1,541,398	D	
Common Stock, \$0.01 par value						270,928	I	By Spouse

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any Code of (Month/Day/Year) Underlying Security (Instr. 3) Price of Derivative Security Security Security (Instr. 4) Price of Derivative Security Security Securities (Instr. 5) Securities (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Amount of Month/Day/Year) Amount of Derivative Security Securities (Instr. 5) Amount of Month/Day/Year) Instr. 5) Date Expiration Date Amount of Month/Day/Year) Amount of Derivative Security Instr. 5) Date Expiration Date of Month/Day/Year) Amount of Month/Day/Year) Date Expiration Date of Number of Date of Number of Date of Dat	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
(Instr. 3) Price of Derivative Securities (Instr. 5) Derivative Security Securities (Instr. 5) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount Date Expiration Fixercisable Date Date Expiration Title Number	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	nt of	Derivative
Derivative Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount Or Exercisable Date Expiration Exercisable Date Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount Or Title Number	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration or Exercisable Date Number	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ities	(Instr. 5)
(A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration or Exercisable Date Number		Derivative				Securities	S		(Instr.	3 and 4)	
Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration or Exercisable Date Number		Security				Acquired					
of (D) (Instr. 3, 4, and 5) Amount or Date Expiration or Exercisable Date Number						(A) or					
(Instr. 3, 4, and 5) Amount Or Exercisable Date Title Number						Disposed					
4, and 5) Amount Or Date Expiration Title Number Exercisable Date						of (D)					
Amount Or Date Expiration Title Number Exercisable Date						(Instr. 3,					
Date Expiration or Exercisable Date Title Number						4, and 5)					
Or Date Expiration Or Exercisable Date Title Number										Amount	
Date Expiration Title Number Exercisable Date											
Exercisable Date								Expiration	Title		
							Exercisable	Date	11110	of	
Code V (A) (D) Shares					Code V	V (A) (D)					

Reporting Owners

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
HUGHES JOSEPH F C/O TSR INC	X	X	President, Chairman and CEO					

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400 OSER AVE #150 HAUPPAUGE, NY 11788

Signatures

/s/ Joseph F. 08/09/2007 Hughes

**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).
- (1) Mr. Hughes disclaims beneficial ownership of the shares owned by his spouse.

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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