

TOWN SPORTS INTERNATIONAL HOLDINGS INC
 Form 4
 August 07, 2006

FORM 4

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

OMB APPROVAL

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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 *
 Stephen Randall C

2. Issuer Name and Ticker or Trading Symbol
 TOWN SPORTS INTERNATIONAL HOLDINGS INC [CLUB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Operating Officer

(Last) (First) (Middle)
 888 SEVENTH AVENUE, 25TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/04/2006

NEW YORK, NY 10106
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)	\$ 10.28	02/04/2004		A	V 11,200	02/04/2004 ⁽¹⁾	07/23/2013	Common Stock, par value \$0.001	11,200
Stock Option (right to buy)	\$ 6.53	02/04/2004		A	V 44,800	12/31/2012 ⁽¹⁾	07/23/2013	Common Stock, par value \$0.001	44,800
Stock Option (right to buy)	\$ 6.53	04/01/2005		A	V 56,000	04/30/2015 ⁽¹⁾	04/30/2015	Common Stock, par value \$0.001	56,000
Stock Option (right to buy)	\$ 12.05	08/04/2006		A	V 50,000	08/04/2007 ⁽²⁾	08/04/2016	Common Stock, par value \$0.001	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stephen Randall C 888 SEVENTH AVENUE 25TH FLOOR NEW YORK, NY 10106			Chief Operating Officer	

Signatures

/s/ ROBERT KANE,
attorney-in-fact

08/07/2006

**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 the 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).

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- This option is subject to a vesting schedule during which 25% of the shares subject to the option vest on each of the first four
- (2) anniversaries of the grant date, August 4, 2006. This option is also subject to vesting earlier than the indicated date in the event of a Change in Control (as defined in the stock option agreement between the Reporting Person and the Issuer) of the Issuer.
 - (3) These options were granted pursuant to a Restructuring Agreement between the Issuer, the Reporting Person, and certain other persons, as of February 4, 2004.
 - (4) This option was granted pursuant to the Issuer's 2004 Stock Option Plan.
 - (5) This option was granted pursuant to the Issuer's 2006 Stock Incentive Plan.

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.