

TOWN SPORTS INTERNATIONAL HOLDINGS INC
 Form 4
 August 09, 2007

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 *
 Ruta Christopher

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)
 SVP Sales & Operations

(Last) (First) (Middle)
 5 PENN PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/07/2007

NEW YORK, NY 10001
 (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)
Common Stock				(A) or (D)	300	D	

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.53					04/30/2015	04/30/2015	Common Stock, par value \$0.001	7,000
Stock Option (right to buy)	\$ 1.6					12/31/2008	06/01/2010	Common Stock, par value \$0.001	1,680
Stock Option (right to buy)	\$ 10.28					<u>(1)</u>	10/23/2013	Common Stock, par value \$0.001	4,200
Stock Option (right to buy)	\$ 0.03					12/31/2007	12/31/2008	Common Stock, par value \$0.001	560
Stock Option (right to buy)	\$ 5.35					<u>(1)</u>	06/01/2010	Common Stock, par value \$0.001	2,520
Stock Option (right to buy)	\$ 6.53					12/31/2012	07/23/2013	Common Stock, par value \$0.001	16,800
Stock Option (right to buy)	\$ 12.05					08/04/2007 ⁽²⁾	08/04/2016	Common Stock, par value \$0.001	12,000
Stock Option (right to buy)	\$ 17.46	08/07/2007		A	V 20,000	08/07/2008 ⁽²⁾	08/07/2017	Common Stock, par value \$0.001	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ruta Christopher 5 PENN PLAZA NEW YORK, NY 10001			SVP Sales & Operations	

Signatures

/s/ Robert Kane,
attorney-in-fact

08/09/2007

__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) This option is fully vested.

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

(2) 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.

(3) The 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.

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