Edgar Filing: Giardina Robert J - Form 4

Giardina Rob Form 4 March 13, 20											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL				
	UNITED	STATES		ITIES A hington,			IGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 or	ENT OI	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 werage rs per 0.5		
Form 5 obligation may conti <i>See</i> Instru 1(b).	Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section) of the Investment Company Act of 1940										
(Print or Type R	Responses)										
Giardina Robert J Sy T IN			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) X_ Director 10% Owner			
(3. Date of Earliest Transaction (Month/Day/Year)					X Officer (give title Other (specify below)			
				3/11/2013							
			ndment, Date Original hth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
NEW YORK	K, NY 10001							Form filed by M Person			
(City)	(State) (Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction I (Month/Day/Ye)		Date 2A. Deemed (aar) Execution Date, if any (Month/Day/Year)		3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			Securities Energically Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$0.001	03/11/2013			А	35,000 (1)	A	\$0	297,968	D		

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

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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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Giardina Robert J 5 PENN PLAZA NEW YORK, NY 10001	Х		President and CEO				
Signatures							
/s/ David Kastin for Robert Giardina		03/13/2013	3				

**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 shares of restricted stock vest in four equal annual installments commencing on March 11, 2014, the first anniversary of the grant date.

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.