Lynch Thomas Jerome Form 4 February 05, 2009

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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			Washin	gton, D	.C. 20549		
Check this box				0 /			
if no longer	~	 		~		 	 _

OMB 3235-0287 Number:

subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lynch Thomas Jerome

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

FREDERICK'S OF HOLLYWOOD

(Check all applicable)

(Last) (First) (Middle) GROUP INC /NY/ [FOH] 3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title Other (specify

Chief Executive Officer

C/O FREDERICK'S OF HOLLYWOOD GROUP INC., 1115 **BROADWAY, 11TH FLOOR**

(Street)

4. If Amendment, Date Original

(Month/Day/Year)

01/29/2009

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

NEW YORK, NY 10010

Common

Stock

(City) (State) (Zip)

01/29/2009

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially Beneficial (D) or Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

Code V Amount (D) Transaction(s) (Instr. 3 and 4)

Price

100,000 \$0 Α $100,000^{(1)}$ D

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 0.38	01/29/2009		A	360,000	<u>(2)</u>	01/28/2019	Common Stock	360,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Lynch Thomas Jerome C/O FREDERICK'S OF HOLLYWOOD GROUP INC. 1115 BROADWAY, 11TH FLOOR NEW YORK, NY 10010	X		Chief Executive Officer			

Signatures

/s/ Thomas Jerome 01/30/2009 Lynch

**Signature of Reporting Date
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).
- Represents shares of restricted stock, 50,000 of which will vest on each of the first and second anniversaries of the date of grant,

 (1) provided that the Reporting Person is employed by the Issuer on each such date and has completed the open market stock purchase in accordance with the terms of the restricted stock agreement dated as of January 29, 2009 between the Reporting Person and the Issuer.
- (2) 120,000 shares are immediately exercisable and 120,000 shares become exercisable on each of January 2, 2010 and 2011.

Remarks:

This Form 4 was filed on a timely basis on February 2, 2009 (SEC Accession No. 0001094891-09-000020) but was inadverter 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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