

TRANS WORLD ENTERTAINMENT CORP
 Form 4
 July 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
 MILLER LLOYD I III

(Last) (First) (Middle)

4550 GORDON DRIVE

(Street)

NAPLES, FL 34102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TRANS WORLD ENTERTAINMENT CORP [TWMC]

3. Date of Earliest Transaction (Month/Day/Year)
 07/09/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/09/2008		P	1,557 A \$ 2.55	1,628,322 ⁽¹⁾	I	By Milfam II L.P.
Common Stock					1,179,382 ⁽¹⁾	I	By Trust A-4 - Lloyd I. Miller
Common Stock					35,002 ⁽¹⁾	I	By Lloyd I. Miller, III, custodian under Florida UGMA for

Common Stock		85,983 ⁽¹⁾	I	Alexandra B. Miller By Trust C - Lloyd I. Miller
Common Stock		701,833 ⁽¹⁾	I	By Milgrat I (F6)
Common Stock		26,984 ⁽¹⁾	I	By Milgrat I (QQQQQ)
Common Stock		6,000 ⁽¹⁾	I	By Lloyd I. Miller, III, Trustee GST Catherine C. Miller
Common Stock		6,000 ⁽¹⁾	I	By Lloyd I. Miller, III, Trustee GST Kimberly S. Miller
Common Stock		6,000 ⁽¹⁾	I	By Lloyd I. Miller, III, Trustee GST Lloyd I. Miller
Common Stock		12,031 ⁽¹⁾	I	By Susan F. Miller
Common Stock		14,151 ⁽¹⁾	I	By Kimberly S. Miller
Common Stock		815,255	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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