

RAYDEN MICHAEL W
Form 4
December 06, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
RAYDEN MICHAEL W

2. Issuer Name and Ticker or Trading Symbol
TWEEN BRANDS, INC. [TWB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8323 WALTON PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chmn, President & CEO

NEW ALBANY, OH 43054

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

(City) (State) (Zip)

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)	Price		
Common Stock, \$.01 par value	12/05/2006		M	43,661	A \$ 27.31	539,167	D
Common Stock, \$.01 par value	12/05/2006		M	28,838	A \$ 26.05	568,005	D
Common Stock, \$.01 par value	12/05/2006		M	31,249	A \$ 15.16	599,254	D
Common Stock, \$.01	12/05/2006		S	6,349	D \$ 43.75	592,905	D

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Common Stock, \$.01 par value	12/05/2006	S	1,400	D	\$ 43.76	591,505	D
Common Stock, \$.01 par value	12/05/2006	S	800	D	\$ 43.77	590,705	D
Common Stock, \$.01 par value	12/05/2006	S	200	D	\$ 43.78	590,505	D
Common Stock, \$.01 par value	12/05/2006	S	700	D	\$ 43.8	589,805	D
Common Stock, \$.01 par value	12/05/2006	S	700	D	\$ 43.81	589,105	D
Common Stock, \$.01 par value	12/05/2006	S	61,100	D	\$ 43.83	528,005	D
Common Stock, \$.01 par value	12/05/2006	S	25,000	D	\$ 44	503,005	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)

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.3125	12/05/2006		M	43,661	(1) 05/10/2010	Common Stock, \$.01 par value	43,661

Stock Option (Right to Buy)	\$ 26.05	12/05/2006	M	28,838	<u>(2)</u>	02/12/2012	Common Stock, \$.01 par value	28,838
Stock Option (Right to Buy)	\$ 15.16	12/05/2006	M	31,249	<u>(2)</u>	02/11/2013	Common Stock, \$.01 par value	31,249

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYDEN MICHAEL W 8323 WALTON PARKWAY NEW ALBANY, OH 43054	X		Chmn, President & CEO	

Signatures

By: Robert J. Tannous,
Attorney-in-Fact

12/06/2006

__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) Option vests 25% each year beginning 2/28/01.
- (2) Option vests 25% per year beginning on the first anniversary of the date of grant.

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.