

TWEETER HOME ENTERTAINMENT GROUP INC

Form 4

August 18, 2005

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 *
WATTLES MARK J

(Last) (First) (Middle)

7945 W. SAHARA #205

(Street)

LAS VEGAS, NV 89117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TWEETER HOME ENTERTAINMENT GROUP INC [TWTR]

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2005

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)

___ Form filed by One Reporting Person
X 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)
Common Stock	08/16/2005		P	82,020 A \$ 4.25	2,549,949	I	See Footnote (1)
Common Stock	08/16/2005		P	5,350 A \$ 4.2449	2,555,299	I	See Footnote (1)
Common Stock	08/16/2005		P	11,050 A \$ 4.2296	2,566,349	I	See Footnote (1)
	08/16/2005		P	12,580 A	2,578,929	I	

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Common Stock					\$ 4.2205				See Footnote (1)
Common Stock	08/16/2005		P	79,270	A	\$ 4.2	2,658,199	I	See Footnote (1)
Common Stock	08/16/2005		P	7,200	A	\$ 4.1787	2,665,399	I	See Footnote (1)
Common Stock	08/16/2005		P	5,600	A	\$ 4.18	2,670,999	I	See Footnote (1)
Common Stock	08/16/2005		P	5,000	A	\$ 4.1992	2,675,999	I	See Footnote (1)
Common Stock	08/16/2005		P	5,990	A	\$ 4.2298	2,681,989	I	See Footnote (1)
Common Stock	08/16/2005		P	6,900	A	\$ 4.2402	2,688,889	I	See Footnote (1)
Common Stock	08/16/2005		P	21,335	A	\$ 4.3298	2,710,224	I	See Footnote (1)
Common Stock	08/16/2005		P	75,000	A	\$ 4.45	2,785,224	I	See Footnote (1)
Common Stock	08/16/2005		P	12,881	A	\$ 4.2937	2,798,105	I	See Footnote (1)
Common Stock	08/16/2005		P	9,704	A	\$ 4.3	2,807,809	I	See Footnote (1)

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

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(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	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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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	Beneficial Owner Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATTLES MARK J 7945 W. SAHARA #205 LAS VEGAS, NV 89117		X		
WATTLES CAPITAL MANAGEMENT, LLC 7945 W. SAHARA #205 LAS VEGAS, NV 89117		X		

Signatures

/s/ Mark J.
Wattles

08/18/2005

**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 are owned directly by Wattles Capital Management, LLC. Mark J. Wattles is the sole manager of Wattles Capital Management, LLC and owns 100% of its membership interests. Mark J. Wattles is an indirect beneficial owner of the reported securities.

Remarks:

Exhibit List

Exhibit 99 - Form 4 Joint Filer Information

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.