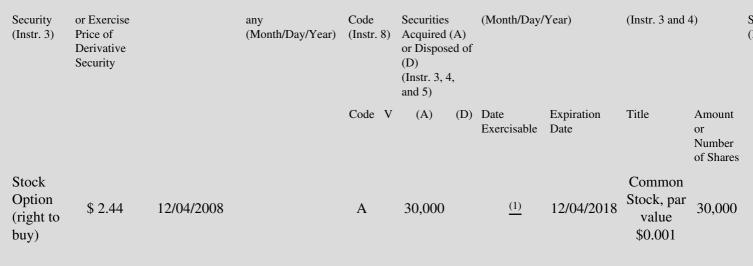
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Rizzo James	3									
Form 4										
December 0	5, 2008									
FORM	14		~~ ~~			~~~			PPROVAL	
Washington, D.C. 20549						N OMB Number:	3235-0287			
Check this box if no longer						Expires:	January 31,			
subject to STATEMENT OF Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934,					Estimated average burden hours per response 0.5	
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the P	ublic U	Itility Hol	ding Cor		of 1935 or Section			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Rizzo James			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)			
(Last) (First) (Middle) 5 PENN PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 12/04/2008			XOfficer (give titleOther (specify below) below) SVP Human Resources				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
NEW YOR	K, NY 10001							More than One R		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemec Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
D			6							
Reminder: Rej	port on a separate line	e for each clas	ss of sec	urities bene	Perso inform requir	ns who res nation cont red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible	Beneficially Owner securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	f 8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rizzo James 5 PENN PLAZA NEW YORK, NY 10001			SVP Human Resources				
Signatures							
/s/ David Kastin, Attorney-in-Fact	12/05/2008						
**Signature of Reporting Person		Date					
Signatures /s/ David Kastin, Attorney-in-Fact	1						

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 options vest in four equal annual installments commencing on December 4, 2009, 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.