

Lynch Thomas Jerome
 Form 4
 August 21, 2009

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 *
 Lynch Thomas Jerome

2. Issuer Name and Ticker or Trading Symbol
 FREDERICK'S OF HOLLYWOOD GROUP INC /NY/ [FOH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

(Last) (First) (Middle)
 C/O FREDERICK'S OF HOLLYWOOD GROUP INC., 1115 BROADWAY

3. Date of Earliest Transaction (Month/Day/Year)
 08/20/2009

(Street)
 NEW YORK, NY US 10010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 08/20/2009 | | P(1) | | 100 A \$ 1.99 | D | |
| Common Stock | 08/20/2009 | | P(1) | | 100 A \$ 2 | D | |
| Common Stock | 08/20/2009 | | P(1) | | 100 A \$ 2.01 | D | |
| Common Stock | 08/20/2009 | | P(1) | | 100 A \$ 2.03 | D | |
| | 08/20/2009 | | P(1) | | 400 A | D | |

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| | | | | | | | | |
|--------------|------------|--|------------------|-----|---|---------|---------|---|
| Common Stock | | | | | | \$ 2.04 | | |
| Common Stock | 08/20/2009 | | P ⁽¹⁾ | 100 | A | \$ 2.05 | 162,400 | D |
| Common Stock | 08/20/2009 | | P ⁽¹⁾ | 100 | A | \$ 2.06 | 162,500 | D |
| Common Stock | 08/20/2009 | | P ⁽¹⁾ | 400 | A | \$ 2.07 | 162,900 | D |
| Common Stock | 08/20/2009 | | P ⁽¹⁾ | 200 | A | \$ 2.08 | 163,100 | D |
| Common Stock | 08/20/2009 | | P ⁽¹⁾ | 300 | A | \$ 2.09 | 163,400 | D |
| Common Stock | 08/20/2009 | | P ⁽¹⁾ | 200 | A | \$ 2.1 | 163,600 | D |
| Common Stock | 08/20/2009 | | P ⁽¹⁾ | 100 | A | \$ 2.12 | 163,700 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lynch Thomas Jerome
C/O FREDERICK'S OF HOLLYWOOD GROUP INC.
1115 BROADWAY
NEW YORK, NY US 10010

X

Chairman and CEO

Signatures

Thomas Jerome
Lynch

08/21/2009

__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) Open market purchase pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

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.