

RICHARDSON MARK
Form 4/A
December 15, 2004

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

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 *
RICHARDSON MARK

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President

(Last) (First) (Middle)
40 PEQUOT WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2004

CANTON, MA 02021
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/29/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options 10/27/04	\$ 6.05 ⁽¹⁾	10/27/2004	A		30,695		10/27/2005	10/27/2014 ⁽²⁾	Common Stock	30,69
Stock Options 10/27/04 ⁽³⁾	\$ 6.05	10/27/2004	A		25,000		03/31/2005	10/27/2014	Common Stock	25,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARDSON MARK 40 PEQUOT WAY CANTON, MA 02021			Sr. Vice President	

Signatures

/s/ Joseph McGuire,
Attorney-in-fact

12/15/2004

__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) Amendment being filed to correct Exercise Price of Derivative Security from \$5.50 to \$6.05
- (2) Amendment being filed to correct Expiration Date from 10/27/2017 to 10/27/2014. All options expire 10/27/2014.
- (3) Amendment being filed to include additional options issued on 10/27/2004. Options vest only if certain operational goals are met. 10,000 options vest on 3/31/05; 10,000 options vest on 3/31/06; and 5,000 options vest 9/30/06. All options expire 10/27/2014.

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.