

MOVIE STAR INC /NY/
Form 3
January 30, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â TOKARZ MICHAEL T		(Month/Day/Year)	MOVIE STAR INC /NY/ [FOH]	
(Last)	(First)	(Middle)	01/28/2008	
287 BOWMAN, 2ND FLOOR		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
PURCHASE,Â NYÂ 10577		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	<input type="checkbox"/> Other (specify below)	
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,386,977 ⁽¹⁾	I	See footnote ⁽²⁾
Common Stock	1,766,322	I	See footnote ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant	01/28/2008	01/28/2011	Common Stock	298,296	\$ 1.76	I	See footnote. <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOKARZ MICHAEL T 287 BOWMAN, 2ND FLOOR PURCHASE, NY 10577	^	^ X	^	^
Tokarz Investments, LLC 287 BOWMAN, 2ND FLOOR PURCHASE, NY 10577	^	^ X	^	^
TTG APPAREL LLC 287 BOWMAN, 2ND FLOOR PURCHASE, NY 10577	^	^ X	^	^

Signatures

/s/ Michael T. Tokarz	01/30/2008
**Signature of Reporting Person	Date
/s/ Michael T. Tokarz, as Manager on behalf of Tokarz Investments, LLC	01/30/2008
**Signature of Reporting Person	Date
/s/ Michael T. Tokarz, as Manager on behalf of TTG Apparel, LLC	01/30/2008
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Tokarz Investments, LLC ("Tokarz Investments") acquired certain of these shares pursuant to that certain Merger Agreement dated December 18, 2006 among the Issuer, FOH Holdings, Inc. and Fred Merger Corp. (the "Merger Agreement"). Of the shares issued to Tokarz Investments under the Merger Agreement, 1,184,460 of these shares are currently being held in escrow and are subject to forfeiture during the 18 month period following the merger to satisfy claims arising as a result of Tokarz Investments' breach of any of its representations and warranties or covenants in the Merger Agreement.
 - (2) These shares are owned directly by Tokarz Investments. Michael T. Tokarz ("Tokarz") is the controlling person of Tokarz Investments and is the indirect beneficial owner of the reported securities.
 - (3) These shares are owned directly by TTG Apparel, LLC ("TTG"). Tokarz is the controlling person of TTG and is the indirect beneficial owner of the reported securities.

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.