

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WYNNEFIELD PARTNERS SMALL CAP VALUE LP</u>  _____ (Last) (First) (Middle) 450 SEVENTH AVENUE SUITE 509  _____ (Street) NEW YORK NY 10123  _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEAMSTAFF INC [ TSTF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/10/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.001 per share	11/10/2004		P		82,500	A	\$1.8	758,600	D <sup>(1)</sup>	
Common Stock, par value \$.001 per share	11/10/2004		P		105,000	A	\$1.8	870,400	D <sup>(2)</sup>	
Common Stock, par value \$.001 per share	11/10/2004		P		62,500	A	\$1.8	544,000	D <sup>(3)</sup>	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrant (Right to buy Common Stock)	\$2.5	11/10/2004		P		20,625		(4)	11/10/2007	Common Stock	20,625	\$1.8	20,625	D <sup>(1)</sup>	
Warrant (Right to buy Common Stock)	\$2.5	11/10/2004		P		26,250		(4)	11/10/2007	Common Stock	26,250	\$1.8	26,250	D <sup>(2)</sup>	
Warrant (Right to buy Common Stock)	\$2.5	11/10/2004		P		15,625		(4)	11/10/2007	Common Stock	15,625	\$1.8	15,625	D <sup>(3)</sup>	

1. Name and Address of Reporting Person\*  
WYNNEFIELD PARTNERS SMALL CAP VALUE LP  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
 450 SEVENTH AVENUE  
 SUITE 509  
 \_\_\_\_\_  
 (Street)  
 NEW YORK NY 10123  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WYNNEFIELD PARTNERS SMALL CAP

VALUE LP I

(Last) (First) (Middle)  
450 SEVENTH AVENUE

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD SMALL CAP VALUE  
OFFSHORE FUND LTD

(Last) (First) (Middle)  
450 SEVENTH AVE

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD CAPITAL MANAGEMENT  
LLC

(Last) (First) (Middle)  
450 SEVENTH AVENUE  
SUITE 509

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD CAPITAL INC

(Last) (First) (Middle)  
450 SEVENTH AVE

(Street)  
NEW YORK NY 10123

(City) (State) (Zip)

**Explanation of Responses:**

1. These securities are owned solely by Wynnefield Partners Small Cap Value, L.P. ("Partnership") who is a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act with Wynnefield Partners Small Cap Value, L.P. I ("Partnership-I"), Wynnefield Small Cap Value Offshore Fund, Ltd. ("Fund"), Wynnefield Capital Management, LLC ("WCM") and Wynnefield Capital, Inc. ("WCI"). WCM, as the sole general partner of the Partnership, has an indirect beneficial ownership interest in the securities that the Partnership directly beneficially owns.
2. These securities are owned solely by Partnership-I. WCM, as the sole general partner of Partnership-I, has an indirect beneficial ownership interest in the securities that Partnership I directly beneficially owns.
3. These securities are owned solely by the Fund. WCI as the sole investment manager of the Fund, has an indirect beneficial ownership interest in the securities that the Fund directly beneficially owns.
4. Immediately exercisable.

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P.,  
By: Wynnefield Capital  
Management LLC, General  
Partner, /s/ Nelson Obus,  
Managing Member 03/18/2005

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P. I,  
By Wynnefield Capital  
Management, LLC, General  
Partner, /s/ Nelson Obus,  
Managing Member 03/18/2005

WYNNEFIELD SMALL CAP  
VALUE OFFSHORE FUND,  
LTD., By Wynnefield Capital,  
Inc., /s/ Nelson Obus, President 03/18/2005

WYNNEFIELD CAPITAL  
MANAGEMENT, LLC, /s/ 03/18/2005

Nelson Obus, Managing  
Member

WYNNEFIELD CAPITAL,  
INC., /s/ Nelson Obus,  
President

03/18/2005

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**