

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) 06/01/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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			

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
Warrants to purchase common stock	\$1	06/01/2011		J		21,538		06/01/2011	06/01/2016	Common Stock	21,538	(1)	21,538	D ⁽²⁾	
Warrants to purchase common stock	\$1	06/01/2011		J		32,308		06/01/2011	06/01/2016	Common Stock	32,308	(1)	53,846	I	See Footnote ⁽³⁾

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
 SUITE 509

 (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
STE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[WYNNEFIELD CAPITAL MANAGEMENT
LLC](#)

(Last) (First) (Middle)

450 SEVENTH AVE
STE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[WYNNEFIELD CAPITAL INC](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE., SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CHANNEL PARTNERSHIP I I L P](#)

(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. Profit Sharing Plan](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OBUS NELSON](#)

(Last) (First) (Middle)

(Street)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>LANDES JOSHUA</u>		
(Last)	(First)	(Middle)
450 SEVENTH AVENUE., SUITE 509		
(Street)		
NEW YORK	NY	10123
(City)		
(State)	(Zip)	

Explanation of Responses:

- On June 1, 2011, Wynnefield Partners Small Cap Value, LP and Wynnefield Partners Small Cap Value, LP I (collectively, the "Purchasers") entered into a Debenture Purchase Agreement (the "Purchase Agreement") with the Issuer, pursuant to which the Purchasers made a standby commitment to purchase up to an aggregate principal amount of \$350,000 of convertible debentures of the Issuer from time to time in accordance with the Purchase Agreement. As of the date hereof, no convertible debentures have been purchased under the Purchase Agreement. The warrants to purchase common stock reported in this statement were issued in consideration of the Purchasers entering into the Purchase Agreement.
- The Reporting Person directly beneficially owns 21,538 warrants to purchase common stock. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P., has an indirect beneficial ownership interest in the warrants that Wynnefield Partners Small Cap Value L.P. directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the warrants that the Reporting Person directly beneficially owns.
- The Reporting Person has an indirect beneficial ownership interest in 32,308 warrants to purchase common stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the warrants that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the warrants that the Reporting Person directly beneficially owns.

Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that any of the Reporting Owners identified in this statement are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement other than those directly beneficially owned by them.

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President 07/08/2011

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member 07/08/2011

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member 07/08/2011

WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member 07/08/2011

WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President 07/08/2011

Channel Partnership II, L.P., /s/ Nelson Obus, General Partner 07/08/2011

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, General Partner 07/08/2011

/s/ Nelson Obus 07/08/2011

/s/ Joshua Landes 07/08/2011

** 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.