

OMB APPROVAL	
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**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

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) 07/28/2011	
	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			

**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
Convertible Debentures due 2013	\$1.3	07/28/2011		P		\$140,000		07/28/2011	10/28/2013	Common Stock	107,692	\$140,000	\$140,000	D <sup>(1)</sup>	
Convertible Debentures due 2013	\$1.3	07/28/2011		P		\$210,000		07/28/2011	10/28/2013	Common Stock	161,538	\$210,000	\$350,000	I	See Footnote <sup>(2)(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  
 (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 AVENUE  
SUITE 509

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(Street)  
NEW YORK NY 10123

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[WYNNEFIELD CAPITAL MANAGEMENT LLC](#)

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

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(Street)  
NEW YORK NY 10123

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[WYNNEFIELD CAPITAL INC](#)

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

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(Street)  
NEW YORK NY 10123

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[CHANNEL PARTNERSHIP II L P](#)

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

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(Street)  
NEW YORK NY 10123

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Wynnefield Capital, Inc. Profit Sharing Plan](#)

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

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(Street)  
NEW YORK NY 10123

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[OBUS NELSON](#)

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

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(Street)  
NEW YORK NY 10123

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[LANDES JOSHUA](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE

SUITE 509

(Street)

NEW YORK

NY

10123

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Reporting Person directly beneficially owns \$140,000 principal amount of convertible debentures due 2013 (the "Convertible Debentures") which are convertible into 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 Convertible Debentures 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 Convertible Debentures that the Reporting Person directly beneficially owns.
2. The Reporting Person has an indirect beneficial ownership interest in \$210,000 principal amount of Convertible Debentures which are convertible into 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").
3. 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 Convertible Debentures 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 Convertible Debentures 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 08/01/2011

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P., By:  
Wynnefield Capital  
Management, LLC, General  
Partner, /s/ Nelson Obus,  
Managing Member 08/01/2011

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P. I,  
By: Wynnefield Capital  
Management, LLC, General  
Partner, /s/ Nelson Obus,  
Managing Member 08/01/2011

WYNNEFIELD CAPITAL  
MANAGEMENT, LLC, /s/  
Nelson Obus, Managing  
Member 08/01/2011

WYNNEFIELD CAPITAL,  
INC., /s/ Nelson Obus, President 08/01/2011

Channel Partnership II, L.P., /s/  
Nelson Obus, General Partner 08/01/2011

WYNNEFIELD CAPITAL,  
INC. PROFIT SHARING  
PLAN, /s/ Nelson Obus, General  
Partner 08/01/2011

/s/ Nelson Obus, individually 08/01/2011

/s/ Joshua Landes, individually 08/01/2011

\*\* 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.