

Rende Thomas  
Form 4  
June 03, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
Rende Thomas

2. Issuer Name and Ticker or Trading Symbol  
FREDERICK'S OF HOLLYWOOD GROUP INC /NY/ [FOH]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

(Last) (First) (Middle)  
C/O FREDERICK'S OF HOLLYWOOD GROUP INC., 1115 BROADWAY, 11TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2010

(Street)  
NEW YORK, NY US 10010

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |                        |           |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|-----------|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |                        |           |  |
| Common Stock                    | 06/01/2010                           |  | A                              |   | 100,000 <sup>(1)</sup>  | A  | \$ 0                              | 258,820 <sup>(2)</sup> | D         |  |
| Common Stock                    |                                      |  |                                |   |   |  | 1,650                             | I                      | By spouse |  |

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

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SEC 1474 (9-02)

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**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 Underlying Securities (Instr. 3 and 4) |              |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number of Shares |
| Stock Option (Right to Buy)                | \$ 0.84  | 06/01/2010                           |  | A                              | 100,000   | 06/01/2011 <sup>(3)</sup>                                | 05/31/2020  | Common Stock | 100,000                 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Rende Thomas  
C/O FREDERICK'S OF HOLLYWOOD GROUP INC.  
1115 BROADWAY, 11TH FLOOR  
NEW YORK, NY US 10010

Chief Financial Officer

## Signatures

Thomas Rende                      06/03/2010

\_\_Signature of                      Date  
Reporting Person

## 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) Represents shares of restricted stock, 25,000 of which will vest on each of June 1, 2011 and 2012, and 50,000 of which will vest on June 1, 2013, provided that the Reporting Person is employed by the Issuer on each such date.
- (2) Includes 1,176 shares of common stock distributed to the Reporting Person from the Issuer's ESOP, which distribution occurred subsequent to the date of the Reporting Person's last ownership report.
- (3) 25,000 shares are exercisable on each of June 1, 2011 and 2012, and 50,000 shares are exercisable on June 1, 2013.

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