

TX Holdings, Inc.
Form 5
November 13, 2008

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Shrewsbury William

(Last) (First) (Middle)

P. O. BOX 1425

(Street)

ASHLAND, KY 41105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TX Holdings, Inc. [TXHG]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
09/30/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ 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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/06/2008	Â	G	400,000	D	\$ 0	5,383,409	D	Â
Common Stock	02/15/2008	Â	P4	5,000	A	\$ 0.2	0	D	Â
Common Stock	02/15/2008	Â	P4	27,500	A	\$ 0.22	0	D	Â
Common Stock	02/15/2008	Â	P4	15,000	A	\$ 0.25	0	D	Â

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Common Stock	03/03/2008	Â	P4	2,500	A	\$ 0.3	0	D	Â
Common Stock	03/11/2008	Â	P4	5,000	A	\$ 0.35	0	D	Â
Common Stock	03/12/2008	Â	P4	15,175	A	\$ 0.35	0	D	Â
Common Stock	03/12/2008	Â	P4	1,825	A	\$ 0.365	0	D	Â
Common Stock	03/17/2008	Â	P4	3,000	A	\$ 0.35	0	D	Â
Common Stock	04/04/2008	Â	P4	1,000	A	\$ 0.28	0	D	Â

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

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(9-02)

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class A Warrant (right to buy)	\$ 0.5	Â	Â	3 ⁽¹⁾	Â Â	12/06/2006 12/06/2008	Common 300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shrewsbury William P. O. BOX 1425 ASHLAND, KY 41105	Â X	Â X	Â CEO	Â

Signatures

/s/ William
Shrewsbury

11/12/2008

__Signature of
Reporting Person

Date

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) Mr. Shrewsbury was appointed a director on December 24, 2007. Mr. Shrewsbury was not advised that a Form 3 was required to be filed within 10 days after he was appointed director. Mr. Shrewsbury filed a Form 4 on March 14, 2008. Mr. Shrewsbury was not advised that the warrant, which was part of a unit, consisting of the warrant for 300,000 shares of common stock at \$0.50 a share and 300,000 shares of common stock should have been reported. The purchase price for the unit was \$100,000.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.