THINKENGINE NETWORKS, INC.

Form 4/A March 13, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stuart William John

2. Issuer Name and Ticker or Trading

Symbol

THINKENGINE NETWORKS. INC. [THN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First)

(Middle)

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

_X__ Director Officer (give title

10% Owner Other (specify

C/O THINKENGINE NETWORKS. INC., 100 NICKERSON DRIVE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

12/11/2006

12/07/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MARLBOROUGH, MA 017523

(City)	(State) (S	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	quired, Disposed	of, or Beneficial	ly 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)	on(A) or D (D)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock			Code V	Amount	or (D)	Price	(Instr. 3 and 4) 8,145	D		
Common Stock							1,000	I	By Judith L. Stuart IRA	
Common Stock	12/07/2006		P	250	A	\$ 2.45	250	I	By Trevor B. Stuart, child	
Common Stock	12/08/2006		P	200	A	\$ 2.4	9,200 (1)	I	By William J.	

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								Stuart IRA
Common Stock	12/08/2006	P	800	A	\$ 2.43	10,000 (1)	I	By William J. Stuart IRA
Common Stock	12/08/2006	P	400	A	\$ 2.45	10,400 (1)	I	By William J. Stuart IRA
Common Stock	12/08/2006	P	600	A	\$ 2.48	11,000 (1)	I	By William J. Stuart IRA

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	2.			4.	5.					8. Price of	9. Nu
	or Exercise	(Month/Day/Year)	execution Date, if any	Code	of of	*				Security Security	Deriv Secur
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					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				Code V	(A) (D)						
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Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Otho				

Stuart William John C/O THINKENGINE NETWORKS, INC. 100 NICKERSON DRIVE MARLBOROUGH, MA 017523

X

Reporting Owners 2

Signatures

/s/ William John Stuart 03/12/2007

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Amendment to correct aggregate number of shares indirectly owned. All individual transactions were properly reported.

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

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