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O CONNOF	R WILLIAM G								
Form 4									
April 12, 20	07								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287	
Check th			U					Expires:	January 31,
if no longer subject to STATEMENT OF CHANG				GES IN BENEFICIAL OWNERS				Estimated average	
	Section 16. SECURITIES							burden hours per	
	Form 4 or							response	0.5
Form 5 obligatio	1 10	rsuant to Sectior				-			
may con		(a) of the Public	•	•	· ·	•		1	
See Instr		30(h) of the	Investmen	t Compar	ny Ac	t of 1940)		
1(b).									
(Print or Type	Responses)								
(
1. Name and A	Address of Reporting	Person <u>*</u> 2. Iss	uer Name an	d Ticker or	Tradi	ng	5. Relationship of 1	Reporting Pers	on(s) to
O CONNO	-				Issuer				
		-	Symbol FOPPS CO INC [topp]				(Check all applicable)		
(Last)	(First) (Middle) 3. Date	Date of Earliest Transaction						
()	h/Day/Year)				Director	10%	Owner		
C/O THE T	0/2007 -				X Officer (give		r (specify		
INC, 1 WH	ITEHALL STRE					below) below) Vice President Administration			
	(Street)	4 IF A	mandmant D	Nota Origina	1				
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)		
						X Form filed by One Reporting Person			
NEW YOR	K, NY 10004						Form filed by M Person	ore than One Rep	porting
(6.1)	(5)								
(City)	(State)	(Zip) Ta	able I - Non-	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Dat		3.				5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			Securities	Ownership	Indirect
(Instr. 3)		any (Month/Day/Year	Code) (Instr. 8)	(Instr. 5, 4	Fand 2))	Beneficially Owned	Form: Direct Beneficial (D) or Ownership	Ownership
		(, (Following	Indirect (I)	(Instr. 4)
					(A)		Reported	(Instr. 4)	
					or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(msu. 5 and 4)		
common stock	04/10/2007		М	20,000	А	\$ 3.4375	457,010	D	

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

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 control number.

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

(Month/Day/Year) (Instr. 3 and 4) Security or Exercise any Code Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Date Expiration Title Exercisable Date Code V (A) (D) stock \$ 3.4375 04/10/2007 Μ 20,000 04/28/1999 04/28/2007 option **Reporting Owners** Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other O CONNOR WILLIAM G C/O THE TOPPS COMPANY INC Vice President Administration

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4.

Execution Date, if

5. Number of

TransactionDerivative

6. Date Exercisable and

Expiration Date

7. Title and Amount of

Underlying Securities

Amount

Number

of Shares

20,000

or

Common

Stock

Signatures

1 WHITEHALL STREET NEW YORK, NY 10004

1. Title of

Derivative

2

Conversion

William 04/12/2007 O'Connor

**Signature of Reporting Person

Date

3. Transaction Date 3A. Deemed

(Month/Day/Year)

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).

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.