

TOPPS CO INC
Form 4
June 04, 2007

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 *
Brog Timothy E

(Last) (First) (Middle)

PEMBRIDGE CAPITAL
MANAGEMENT, 708 THIRD
AVENUE, 22ND FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TOPPS CO INC [topp]

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2007

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)

6. Individual or Joint/Group Filing(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)	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			
common stock	05/31/2007		J		34,000	A	\$ 10.22 (1)	64,425 (1)	D	
common stock	05/31/2007		J		64,000	A	\$ 10.22 (1)	64,000 (1) (2)	I	By The Edward Andrews Group Inc. (2)
common Stock	05/31/2007		J		5,000	A	\$ 10.22 (1)	5,000 (1) (3)	I	By Pembridge Value

Advisors
 LLC ⁽³⁾

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brog Timothy E
 PEMBRIDGE CAPITAL MANAGEMENT
 708 THIRD AVENUE, 22ND FLOOR X
 NEW YORK, NY 10017

Signatures

/s/ Timothy
 Brog 06/04/2007

**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).

Neither Mr. Brog nor any affiliated entity has either sold or bought shares of The Topps Company, Inc. This Form 4 was filed because on
 (1) May 31, 2007, Pembridge Value Opportunity Fund LP began the liquidation and distribution of its assets to its partners. All shares of the Topps common stock held by PVOF have been distributed to PVOF's partners.

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- (2) Mr. Brog is the sole stockholder of The Edward Andrews Group Inc., which owns 64,000 shares of Topps common stock
- (3) Mr. Brog is the sole member of Pembridge Value Advisors LLC, which owns 5,000 shares of Topps common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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