

TWEETER HOME ENTERTAINMENT GROUP INC
 Form 5/A
 February 08, 2002

 FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

// CHECK BOX IF NO
 LONGER SUBJECT TO
 SECTION 16. FORM 4
 OR FORM 5 OBLIGATIONS
 MAY CONTINUE. SEE
 INSTRUCTION 1(b).

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(f) of the Investment Company
 Act of 1940

// FORM 3 HOLDINGS REPORTED
 // FORM 4 TRANSACTIONS REPORTED

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	6. R
McGuire	Joseph	G	Tweeter Home Entertainment Group, Inc. TWTR	
(Last)	(First)	(Middle)		
	40 Pequot Way		3. IRS Identification	4. Statement for
	(Street)		Number of Reporting	Month/Year
Canton,	MA	02021	Person, if an Entity	09/01
(City)	(State)	(Zip)	(Voluntary)	
				5. If Amendment,
				Date of Original
				(Month/Year)
				11/01
				7.
				(

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of curities cially O End of M (Instr.
		Code	Amount (A) or Price (D)	
Common Stock	10/27/00	P	1,312 A 3.62	25,
Common Stock	5/22/01	G(1)	1,480 D 28.65	25,
Common Stock	8/08/01	G(2)	710 D 27.645	25,
Common Stock	8/08/01	G(3)	710 D 27.645	25,

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Common Stock 8/08/01 G 710 A 27.645

Common Stock 8/08/01 G 710 A 27.645

*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

FORM 5 (CONTINUED)

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)	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. Date Exercisable and Expiration Date (Month/Day/Year)
Option	3.62	10/27/00	X	1,312		
Option	12.97	9/27/01	J(4)	25,000	9/27/02	9/27/07

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial
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Beneficially Owned at End of Month (Instr. 4)	Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
82,400	D	
82,400	D	

Explanation of Responses:

- (1) Gift of 1,480 shares to Bethany Congregational Church, Foxboro, MA.
- (2) Gift to Trust dated 4/16/93 f/b/o Meghan Kelly McGuire. Mr. McGuire and his spouse are trustees of this trust. Mr. McGuire disclaims beneficial ownership of such shares.
- (3) Gift to Trust dated 4/6/95 f/b/o Abigail Jean McGuire. Mr. McGuire and his spouse are trustees of this trust. Mr. McGuire disclaims beneficial ownership of such shares.
- (4) The 25,000 option shares granted 9/27/2001 are subject to an annual vesting schedule, to be fully vested by 9/27/2004.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/

**Si

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