FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 0549 | OMB APPROVAL |
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| OMB Number: | 3235-028 |
|-------------------------|----------|
| Estimated average burde | en |
| hours per response: | 0. |

Check this 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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | | | | <u> </u> | | | | | | | |
|--|--|--|--|---------|---|---|---|------|--|------|--------------------------|-----------------|---|---|---|---|--|---------------------------------------|
| 1. Name and Address of Reporting Person* MARANO ROCCO J | | | | | 2. Issuer Name and Ticker or Trading Symbol TEAMSTAFF INC [TSTF] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| | | | | | | | | | | | | | X Directo | rector | | 10% Ow | ner | |
| (Last) | (Fi | rst) | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/01/2004 | | | | | | | | Officer below) | (give title | | Other (specify below) | |
| (Street) | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| | NJ | J | | | | | | | | | | | : | X Form f | led by One | Repo | rting Persor | ı |
| (City) | (St | rate) | (Zip) | | - | | | | | | | | | Form filed by More than One Reporting Person | | | | |
| | | Tab | le I - Nor | n-Deriv | vative | e Se | curitie | s Ac | quired, [| Disp | osed o | f, or Bei | neficial | y Owned | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | | ar) i | Execution If any | A. Deemed kecution Date, any lonth/Day/Year) | | 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | d (A) or tr. 3, 4 and | | es ally Following | Form (D) o | : Direct r Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | Reported Transact (Instr. 3 | tion(s) | | | (Instr. 4) |
| | 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. Deeme Execution if any (Month/Day | Date, | Code (Ins | | | | 6. Date Exercisal Expiration Date (Month/Day/Year) | | Amount of | | f g Security | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4) | e s ally | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exercisable | | xpiration pate | Title | Amount or Number of Shares | | | | | |
| Director Stock Options | \$2.23 | 09/01/2004 | | | A | | 5,000 | | 09/01/2005 ⁽¹ | 0 | 9/01/2009 | Common Stock | 5,000 | \$0.00 | 5,000 | | D | |

Explanation of Responses:

<u>/s/ Rocco Marano</u> <u>11/18/2004</u>

** Signature of Reporting Person Da

Date

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

- * 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.

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 Number.

^{1.} This amendment is being filed only to correct a typographical error in the Form 4 initially filed on behalf of the Reporting Person which stated that the option grant reported vested on the date of grant. As set forth herein, options vest on the one-year anniversary of the date of grant.