

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WYNNEFIELD PARTNERS SMALL CAP VALUE LP</u> (Last) (First) (Middle) 450 SEVENTH AVENUE SUITE 509 (Street) NEW YORK NY 10123 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEAMSTAFF INC [TSTF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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, par value \$.001 per share	02/22/2008		P		265,000	A	\$0.7	1,011,400	D ⁽¹⁾	
Common Stock, par value \$.001 per share	02/22/2008		P		735,000	A	\$0.7	2,682,400	I	See Footnotes ⁽²⁾ (3)(4)(5)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
WYNNEFIELD PARTNERS SMALL CAP VALUE LP
 (Last) (First) (Middle)
 450 SEVENTH AVENUE
 SUITE 509
 (Street)
 NEW YORK NY 10123
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I
 (Last) (First) (Middle)
 450 SEVENTH AVEUNE
 SUITE 509
 (Street)
 NEW YORK NY 10123
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[WYNNEFIELD SMALL CAP VALUE
OFFSHORE FUND LTD](#)

(Last) (First) (Middle)

450 SEVENTH AVE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[WYNNEFIELD CAPITAL MANAGEMENT
LLC](#)

(Last) (First) (Middle)

450 SEVENTH AVE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[WYNNEFIELD CAPITAL INC](#)

(Last) (First) (Middle)

450 SEVENTH AVE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CHANNEL PARTNERSHIP I L L P](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Wynnefield Capital, Inc. Profit Sharing Plan](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OBUS NELSON](#)

(Last) (First) (Middle)

450 SEVENTH AVE
SUITE 509

(Street)

NEW YORK NY

(City)

(State)

(Zip)

Explanation of Responses:

1. As of February 22, 2008, Wynnefield Partners Small Cap Value, L.P. (the "Reporting Person") directly beneficially owns 1,011,400 shares of common stock, \$.001 par value per share ("Common Stock") of TeamStaff Inc (the "Issuer"). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.
2. As of February 22, 2008, the Reporting Person has an indirect beneficial ownership interest in 1,275,400 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns.
3. As of February 22, 2008, the Reporting Person has an indirect beneficial ownership interest in 1,307,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.
4. As of February 22, 2008, the Reporting Person has an indirect beneficial ownership interest in 50,000 shares of Common Stock, which are directly beneficially owned by Channel Partnership II, L.P., as members of a group under Section 13(d) of the Exchange Act. Channel Partnership II, L.P., which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Nelson Obus, as the sole general partner of Channel Partnership II, L.P., has an indirect beneficial ownership interest in the shares of Common Stock that Channel Partnership II, L.P. directly beneficially owns.
5. As of February 22, 2008, the Reporting Person has an indirect beneficial ownership interest in 50,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person.

WYNNEFIELD SMALL CAP
VALUE OFFSHORE FUND,
LTD. By: Wynnefield Capital,
Inc. /s/ Nelson Obus, President 02/26/2008

WYNNEFIELD PARTNERS
SMALL CAP VALUE, L.P.
By: Wynnefield Capital
Management, LLC General
Partner By: /s/ Nelson Obus,
Managing Member 02/26/2008

WYNNEFIELD PARTNERS
SMALL CAP VALUE, L.P. I
By: Wynnefield Capital
Management, LLC General
Partner By: /s/ Nelson Obus
Managing Member 02/26/2008

WYNNEFIELD CAPITAL
MANAGEMENT, LLC By: /s/
Nelson Obus, Managing
Member 02/26/2008

WYNNEFIELD CAPITAL,
INC. By: /s/ Nelson Obus,
President 02/26/2008

CHANNEL PARTNERSHIP
II, L.P. By: /s/ Nelson Obus,
General Partner 02/26/2008

WYNNEFIELD CAPITAL
INC. PROFIT SHARING
PLAN By: /s/ Nelson Obus 02/26/2008

/s/ Nelson Obus, individually. 02/26/2008
** Signature of Reporting Person 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.