

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WYNNEFIELD PARTNERS SMALL CAP VALUE LP I</u> (Last) (First) (Middle) 450 SEVENTH AVE STE 509 (Street) NEW YORK NY 10123 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/30/2004	3. Issuer Name and Ticker or Trading Symbol <u>TEAMSTAFF INC [TSTF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$.001 per share	551,500 ⁽¹⁾	D	
Common Stock, par value \$.001 per share	630,500	I	See Footnote ⁽²⁾
Common Stock, par value \$.001 per share	396,500	I	See Footnote ⁽³⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>WYNNEFIELD PARTNERS SMALL CAP VALUE LP I</u> (Last) (First) (Middle) 450 SEVENTH AVE STE 509 (Street) NEW YORK NY 10123 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD</u> (Last) (First) (Middle) 450 SEVENTH AVE STE 509 (Street) NEW YORK NY 10123 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>WYNNEFIELD CAPITAL MANAGEMENT LLC</u> (Last) (First) (Middle) 450 SEVENTH AVE STE 509 (Street) NEW YORK NY 10123 (City) (State) (Zip)		
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(Last)	(First)	(Middle)
450 SEVENTH AVE		
STE 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		
STE 509		

(Street)		
NEW YORK	NY	10123

(City)	(State)	(Zip)

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)

Explanation of Responses:

- On the date hereof, the Reporting Person directly beneficially owns 551,500 shares of common stock, par value \$.001 per share ("Common Stock") of TeamStaff, Inc. (TSTF) ("TeamStaff"). 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.
- On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 630,500 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. 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.
- On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 396,500 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 Securities Exchange Act of 1934, as amended. 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.

[WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.;](#)
 By: [Wynnefield Capital Management, LLC; General Partner - /s/Nelson Obus, Managing Member](#) 08/04/2004

[WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I;](#)
 By: [Wynnefield Capital Management, LLC; General Partner - /s/Nelson Obus, Managing Member](#) 08/04/2004

[WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.;](#) By: [Wynnefield Capital, Inc. - /s/Nelson Obus, President](#) 08/04/2004

[WYNNEFIELD CAPITAL MANAGEMENT, LLC;](#) By: [/s/Nelson Obus, Managing Member](#) 08/04/2004

[WYNNEFIELD CAPITAL, INC.;](#) By: [/s/Nelson Obus, President](#) 08/04/2004

** 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 5 (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.

