

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <u>ABADA RAMI</u>  (Last) (First) (Middle) <u>C/O JENNIFER CONVERTIBLES, INC.</u> <u>417 CROSSWAYS PARK DRIVE</u>  (Street) <u>WOODBURY NY 11797</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>JENNIFER CONVERTIBLES INC</u> [ NONE ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2011</u>	
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			

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$14.44	02/22/2011		A		50,000		(1)	(2)	Common Stock, par value \$0.01 per share	50,000	\$0	50,000	D	

**Explanation of Responses:**

- The option vests and becomes exercisable with respect to 30,000 shares in three equal installments on each of August 27, 2011, August 26, 2012, and August 31, 2013. The option vests and becomes exercisable with respect to 20,000 shares in two equal installments on each of August 31, 2012 and August 31, 2013, provided the Issuer meets or exceeds 85% of the EBITDA forecasted in the Issuer's annual budget approved by the Issuer's board of directors in fiscal years 2012 and 2013, respectively.
- The expiration date is (1) at all times beginning thirty days after the listing of the Issuer's common stock on NASDAQ or another national securities exchange, the earlier of three years from the date of the reporting person's final day of employment by the Issuer and August 31, 2018 or (2) at all other times, the earlier of five years from the date of the reporting person's final day of employment by the Issuer and August 31, 2018.

/s/ Rami Abada

02/23/2011

\*\* 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.**