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RICKS CABARET INTERNATIONAL INC

Form 4 June 10, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FEINBERG JEFF

RICKS CABARET INTERNATIONAL INC [RICK]

(Check all applicable)

(Last)

(First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director __X__ 10% Owner ____ Officer (give title ____ Other (specify below)

C/O JLF ASSET MANAGEMENT, LLC, 2775 VIA DE LA VALLE,

(Street)

SUITE 204

4. If Amendment, Date Original

06/09/2008

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

DEL MAR, CA 92014

| (City) | (State) | (Zip) Tabl | e I - Non-D | erivative (| Securi | ties Acqu | ired, Disposed of | , or Beneficiall | ly Owned |
|--------------------------------------|--------------------------------------|---|--|---|--------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, 4) | sposed | of (D) | 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) |
| Common Stock | 06/09/2008 | | S | 500 | D | \$ 21.5 | 948,679 | I | See Footnote (1) |
| Common Stock | 06/09/2008 | | S | 87,379 | D | \$ 21.54 | 861,300 | I | See Footnote (1) |
| Common Stock | 06/10/2008 | | S | 13,200 | D | \$ 20.76 | 848,100 | I | See Footnote |

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| Common | | | | | | | See |
|--------|------------|---|----------|--------|---------|---|----------|
| Common | 06/10/2008 | S | 93,000 I | D \$21 | 755,100 | I | Footnote |
| Stock | | | | | | | (1) |

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

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 control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8) | 5. tionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 3 | ate | 7. Titl Amou Under Secur (Instr. | int of rlying | 8. Price of Derivative Security (Instr. 5) | |
|---|---|--------------------------------------|---|--------------------------------------|---|---------------------|--------------------|--|--|---|--|
| | | | | Code V | / (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Keiationsinps | | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| FEINBERG JEFF | | | | | | | | |
| C/O ILF ASSET MANAGEMENT LLC | | | | | | | | |

C/O JLF ASSET MANAGEMENT, LLC 2775 VIA DE LA VALLE, SUITE 204 DEL MAR, CA 92014

X

Signatures

By: /s/ Jeffrey L.Feinberg (+) 06/10/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) These securities are held in the accounts of private investment vehicles over which Jeffrey Feinberg (the "Reporting Person") has investment discretion by virtue of his position in the management company or investment manager, as applicable, of said entities.

Reporting Owners 2

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Remarks:

(+) The Reporting Person hereby disclaims beneficial ownership over the securities reported on this Form 4 except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.