THINKENGINE NETWORKS, INC.

Form 4/A March 13, 2007

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stuart William John			2. Issuer Name and Ticker or Trading Symbol THINKENGINE NETWORKS, INC. [THN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) C/O THINKENGINE NETWORKS, INC., 100 NICKERSON DRIVE		TWORKS,	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street) MARLBOROUGH, MA 017523			4. If Amendment, Date Original Filed(Month/Day/Year) 12/11/2006	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of	2. Transaction Date	2A. Deemed	3.	3. 4. Securities Acqui		cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common			Code v	rimount	(D)	11100			
							8,145	D	
Stock									
									By Judith
Common							1,000	I	L. Stuart
Stock							1,000	1	
									IRA
									By Trevor
Common	12/07/2006		P	250	A	\$	250	I	B. Stuart,
Stock	12/0//2000		1	230	А	2.45	230	1	
									child
Common	12/08/2006		P	200	A	\$ 2.4	$9,200 \frac{(1)}{}$	I	By
Stock	12, 00, 2000		-	_00		Ψ 2	· ,= · · ·		William J.
Stock									willialli J.

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								Stuart IRA
Common Stock	12/08/2006	P	800	A	\$ 2.43	10,000 (1)	I	By William J. Stuart IRA
Common Stock	12/08/2006	P	400	A	\$ 2.45	10,400 (1)	I	By William J. Stuart IRA
Common Stock	12/08/2006	P	600	A	\$ 2.48	11,000 (1)	I	By William J. Stuart IRA

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

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SEC 1474 (9-02)

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

	2.			4.	5.					8. Price of	9. Nu
	or Exercise	(Month/Day/Year)	execution Date, if any	Code	of of	*				Security Security	Deriv Secur
nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)						(Instr. 5)	Bene
								(Instr.	. 3 and 4)		Own
	Security										Follo
					` ′						Repo Trans
											(Instr
					(Instr. 3,						(
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				Code V	(A) (D)						
	Title of erivative ecurity nstr. 3)	erivative Conversion ecurity or Exercise	erivative Conversion (Month/Day/Year) ecurity or Exercise nstr. 3) Price of Derivative	erivative Conversion (Month/Day/Year) Execution Date, if ecurity or Exercise any enstr. 3) Price of Derivative (Month/Day/Year)	erivative Conversion (Month/Day/Year) Execution Date, if Transactic any Code (month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Derivative Security	erivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber any Code of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3,	erivative Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Near) Code of (Month/Day/Near) Price of Derivative Security Security Security Security Security Security Security Date Exercisable	erivative courity or Exercise ecurity or Exercise nstr. 3) Price of Derivative Security Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Date Expiration Exercisable Date	erivative Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Under Security Or Exercise any Code of (Month/Day/Year) Under Security Securities (Instr. 8) Derivative Securities (Instr. 8) Date Expiration Date Amount (Instr. 8) Derivative Securities (Instr. 8) Date Expiration Title Exercisable Date Title	erivative courity or Exercise nstr. 3) Price of Derivative Security Derivative Security Derivative Security Derivative Security Derivative Security Derivative Security Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Date Expiration Date Securities Amount of Underlying Securities (Instr. 3 and 4) Amount of Underlying Securities (Instr. 3 and 4) Amount or Disposed of (D) (Instr. 3, 4, and 5)	erivative courity or Exercise ecurity or Exercise nstr. 3) Price of Derivative Security Security Securities (Instr. 5) Derivative Security Securities (Instr. 5) Derivative Security Securities (Instr. 5) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Expiration Date (Month/Day/Year) Underlying Security Securities (Instr. 5) Amount of Derivative Security (Instr. 5) Derivative Securities (Instr. 3 and 4) Date Expiration Date Expiration Date (A) or Title Number of Date of (D) (Instr. 3, 4, and 5)

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Otha			

Stuart William John C/O THINKENGINE NETWORKS, INC. 100 NICKERSON DRIVE MARLBOROUGH, MA 017523

X

Reporting Owners 2

Signatures

/s/ William John Stuart 03/12/2007

**Signature of Date
Reporting Person

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) Amendment to correct aggregate number of shares indirectly owned. All individual transactions were properly reported.

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.

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