Yarbrough Melvin LeRoy Jr.
Form 4
March 27, 2012

FORM 4

OMB APPROVAL

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Yarbrough Melvin LeRoy Jr.

(Last) (First) (Middle)

C/O TOWERSTREAM CORPORATION, 55 HAMMARLUND WAY

(Street)

MIDDLETOWN, RI 02842

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TOWERSTREAM CORP [TWER]

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 $0.001 per share	03/23/2012		S(1)		7,305	D	$ 4.01	283,505 (2)	D	
Common Stock, par value $0.001 per share	03/23/2012		S(1)		1,500	D	$ 4.02	282,005 (2)	D	
	03/23/2012		S(1)		300	D		281,705 (2)	D	

Common Stock, par value $0.001 per share						$ 4.025		
Common Stock, par value $0.001 per share	03/23/2012		S(1)	788	D	$ 4.03	280,917 (2)	D
Common Stock, par value $0.001 per share	03/23/2012		S(1)	1,500	D	$ 4.04	279,417 (2)	D
Common Stock, par value $0.001 per share	03/23/2012		S(1)	100	D	$ 4.05	279,317 (2)	D
Common Stock, par value $0.001 per share	03/23/2012		S(1)	900	D	$ 4.06	278,417 (2)	D
Common Stock, par value $0.001 per share	03/23/2012		S(1)	100	D	$ 4.07	278,317 (2)	D

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

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)

				4, and 5)						
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V	(A)	(D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yarbrough Melvin LeRoy Jr. C/O TOWERSTREAM CORPORATION 55 HAMMARLUND WAY MIDDLETOWN, RI 02842			Chief Operating Officer	

Signatures

/s/ Melvin L. Yarbrough	03/27/2012
**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)	The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 11, 2011. The trading plan was terminated on March 26, 2012.
(2)	A portion of these securities are not vested.

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.