

Orchard Enterprises, Inc.
Form 4/A
June 06, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Stein Daniel C.

2. Issuer Name and Ticker or Trading Symbol
Orchard Enterprises, Inc. [ORCD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1091 BOSTON POST ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2007

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

RYE, NY 10580
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/15/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/13/2007		A		8,127,829 (1) (2)	A	\$ 0 (2) 8,127,829 (1) (2)	I	Through Dimensional Associates, LLC (3) (4)
Series A Preferred Stock	11/13/2007		A		446,918 (2)	A	\$ 0 (2) 446,918 (2)	I	Through Dimensional Associates, LLC (3) (4)

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

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SEC 1474
(9-02)

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Daniel Stein is deemed to be the beneficial owner of the common stock and Series A preferred stock held by Dimensional Associates, LLC only to the extent of the greater of his direct or indirect interest in the profits or capital accounts of Dimensional Associates, LLC. Pursuant to Rule 16a-1(a)(4) under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Daniel Stein is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by Dimensional Associates, LLC in excess of such amount.

- (5) This amended Form 4 is filed to reflect that Daniel Stein was entitled to receive, but declined, the option to purchase 4,000 shares of issuer's common stock (after giving effect to the one for three reverse stock split effective November 14, 2007) as described in the issuer's Proxy Statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on April 29, 2008 and first mailed to the issuer's stockholders on May 5, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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