

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>NEWCASTLE PARTNERS L P</u>  (Last) (First) (Middle) 300 CRESCENT COURT STE 1110  (Street) DALLAS TX 75201  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PIZZA INN INC /MO/ [ PZZI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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, \$0.01 par value per share	05/10/2004		P		38,350	A	\$2.85	3,622,130 <sup>(1)(2)</sup>	D <sup>(1)(2)</sup>	

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person\*  
NEWCASTLE PARTNERS L P  
 (Last) (First) (Middle)  
 300 CRESCENT COURT  
 STE 1110  
 (Street)  
 DALLAS TX 75201  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NEWCASTLE CAPITAL MANAGEMENT LP  
 (Last) (First) (Middle)  
 300 CRESCENT COURT  
 STE 1110  
 (Street)  
 DALLAS TX 75201  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NEWCASTLE CAPITAL GROUP LLC  
 (Last) (First) (Middle)  
 300 CRESCENT COURT  
 STE 1110  
 (Street)  
 DALLAS TX 75201  
 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>PULLY STEVEN J</u>		
(Last)	(First)	(Middle)
C/O NEWCASTLE CAPITAL MANAGEMENT		
300 CRESCENT COURT STE 1110		
(Street)		
DALLAS	TX	75201
(City)		
(State)		
(Zip)		

1. Name and Address of Reporting Person*		
<u>SCHWARZ MARK E</u>		
(Last)	(First)	(Middle)
C/O NEWCASTLE CAPITAL MANAGEMENT		
300 CRESCENT COURT STE 1110		
(Street)		
DALLAS	TX	75201
(City)		
(State)		
(Zip)		

**Explanation of Responses:**

1. Owned directly by Newcastle Partners, L.P. ("NP"). Newcastle Capital Management, L.P. ("NCM") is the general partner of NP, Newcastle Capital Group, L.L.C. ("NCG") is the general partner of NCM and Mark E. Schwarz ("Schwarz") is the managing member of NCG. Accordingly, each of NCM, NCG and Schwarz may be deemed to beneficially own 3,622,130 shares of Common Stock owned by NP. The reporting persons are members of a Section 13(d) group. NP disclaims beneficial ownership of any shares owned by any other member of the group. Schwarz, NCM and NCG disclaim beneficial ownership of the 3,622,130 shares owned by NP, except to the extent of their pecuniary interest therein, and any other shares owned by any other member of the group.

2. Excludes 10,000 shares owned directly by Schwarz.

**Remarks:**

This Form 4 is jointly filed by NP, NCM, NCG, Schwarz and Steven J. Pully ("Pully") who is an employee of NCM. Schwarz and Pully are each a director of the issuer. Mr. Pully disclaims beneficial ownership of shares of the issuer held by any other member of the group.

Newcastle Partners, L.P., By:  
Newcastle Capital Management,  
L.P., its general partner, By: 05/11/2004  
Newcastle Capital Group, L.L.C.,  
its general partner, By: /s/ Mark E.  
Schwarz, its managing member  
Newcastle Capital Management,  
L.P., By: Newcastle Capital Group,  
L.L.C., its general partner, By: /s/ 05/11/2004  
Mark E. Schwarz, its managing  
member  
Newcastle Capital Group, L.L.C.,  
By: /s/ Mark E. Schwarz, its 05/11/2004  
managing member  
/s/ Mark E. Schwarz 05/11/2004  
/s/ Steven J. Pully 05/11/2004  
 \*\* 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.