

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>NEWCASTLE PARTNERS L P</u><br><br>(Last) (First) (Middle)<br>200 CRESCENT COURT<br>STE 1400<br><br>(Street)<br>DALLAS TX 75201<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>PIZZA INN INC /MO/ [ PZZI ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><br>See Explanation |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/06/2009                    |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input 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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|   |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock, \$.01 par value per share | 07/06/2009                           |  | J <sup>(4)</sup>               |   | 566,846   | D          | \$0   | 2,858,937 <sup>(1)(2)(3)</sup>  | I <sup>(1)(2)(3)</sup>                                   | See Explanation                              |

**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) |   | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
NEWCASTLE PARTNERS L P  
 (Last) (First) (Middle)  
 200 CRESCENT COURT  
 STE 1400  
 (Street)  
 DALLAS TX 75201  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NEWCASTLE CAPITAL MANAGEMENT LP  
 (Last) (First) (Middle)  
 200 CRESCENT COURT  
 STE 1400  
 (Street)  
 DALLAS TX 75201  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NEWCASTLE CAPITAL GROUP LLC  
 (Last) (First) (Middle)

200 CRESCENT COURT  
STE 1400

(Street)

DALLAS TX 75201

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

SCHWARZ MARK E

(Last)

(First)

(Middle)

200 CRESCENT COURT  
STE 1400

(Street)

DALLAS TX 75201

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Coleman Clinton J

(Last)

(First)

(Middle)

C/O NEWCASTLE CAPITAL MANAGEMENT, L.P.  
200 CRESCENT COURT, SUITE 1400

(Street)

DALLAS TX 75201

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

HALLMARK FINANCIAL SERVICES INC

(Last)

(First)

(Middle)

777 MAIN STREET  
STE 1000

(Street)

FORT WORTH TX 76102

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Reporting Persons are members of a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended and accordingly may be deemed to beneficially own Shares of the Issuer's Common Stock owned in the aggregate by the other members of the Section 13(d) group. The Section 13(d) group consists of Newcastle Partners, L.P. ("NP"), Newcastle Capital Management, L.P. ("NCM"), Newcastle Capital Group, L.L.C. ("NCG"), Hallmark Financial Services, Inc. ("Hallmark"), American Hallmark Insurance Company of Texas ("AHIC"), Mark E. Schwarz ("Schwarz") and Clinton J. Coleman ("Coleman"). Each Reporting Person disclaims beneficial ownership of the shares of the Issuer's Common Stock owned by the other members of the Section 13(d) group except to the extent of its pecuniary interest therein.

2. NCM is the general partner of each of NP. NCG is the general partner of NCM, and Schwarz is the managing member of NCG. Accordingly, each of NCM, NCG and Schwarz may be deemed to beneficially own the shares directly owned by NP. In addition, NCM may be deemed to beneficially own a controlling interest in Hallmark, and Hallmark is the parent company of AHIC. Accordingly, each of NCM, NCG, Schwarz and Hallmark may be deemed to beneficially own the shares directly owned by AHIC.

3. Includes, as of 7/06/09, (1) 2,317,648 shares of Common Stock held by NP, (2)(a) 55,843 shares of Common Stock and (b) 30,000 options exercisable into shares of Common Stock, held in each case by Schwarz directly, (3) 35,753 shares of Common Stock held by Coleman and (4) 419,693 shares of Common Stock held by AHIC. In the aggregate, as of 7/06/09, the members of the Section 13(d) group beneficially own 2,858,937 shares of the Issuer's Common Stock.

4. Constitutes a distribution of shares to withdrawing partners of NP as of June 30, 2009.

Newcastle Partners, L.P., By:  
Newcastle Capital  
Management, L.P., its general  
partner, By: Newcastle Capital 07/06/2009  
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: 07/06/2009  
/s/ Mark E. Schwarz, its  
managing member  
Newcastle Capital Group,  
L.L.C., By: /s/ Mark E. 07/06/2009  
Schwarz, its managing member  
/s/ Mark E. Schwarz 07/06/2009

/s/ Clinton J. Coleman      07/06/2009

Hallmark Financial Services,  
Inc.      07/06/2009

American Hallmark Insurance  
Co. of Texas      07/06/2009

\*\* 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.**