

OMB APPROVAL	
OMB Number:	3235-0287
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**

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>Ramius LLC</u> <hr/> (Last) (First) (Middle) 599 LEXINGTON AVENUE 20TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TOLLGRADE COMMUNICATIONS INC</u> <u>TPA [ TLGD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 \$0.20 per share <sup>(1)(2)</sup>								335,244 <sup>(3)</sup>	I	By Ramius Navigation Master Fund Ltd <sup>(4)(5)</sup>
Common Stock, par value \$0.20 per share <sup>(1)(2)</sup>								794,514 <sup>(6)</sup>	I	By RCG PB, Ltd <sup>(7)</sup>
Common Stock, par value \$0.20 per share <sup>(1)(2)</sup>								965,199	I	By Ramius Value & Opportunity Master <sup>(8)(9)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Ramius LLC</u> <hr/> (Last) (First) (Middle) 599 LEXINGTON AVENUE 20TH FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person\*

C4S & CO LLC

(Last) (First) (Middle)  
599 LEXINGTON AVENUE  
20TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

COHEN PETER A

(Last) (First) (Middle)  
C/O RAMIUS LLC  
599 LEXINGTON AVE., 20TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

STARK MORGAN B

(Last) (First) (Middle)  
C/O RAMIUS LLC  
599 LEXINGTON AVE., 20TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

STRAUSS THOMAS W

(Last) (First) (Middle)  
C/O RAMIUS LLC  
599 LEXINGTON AVE., 20TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

SOLOMON JEFFREY M

(Last) (First) (Middle)  
C/O RAMIUS LLC  
599 LEXINGTON AVE., 20TH FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">COWEN GROUP, INC.</a>		
(Last)	(First)	(Middle)
C/O RAMIUS LLC		
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)		
(State)	(Zip)	
1. Name and Address of Reporting Person*		
<a href="#">RCG HOLDINGS LLC</a>		
(Last)	(First)	(Middle)
C/O RAMIUS LLC		
599 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. To enable all of the Reporting Persons to gain access to the Securities and Exchange Commission's electronic filing system (which only accepts a maximum of 10 joint filers per report), this report is the second of two identical reports relating to the same transaction being filed with the Securities and Exchange Commission.
- Each Reporting Person (other than Ramius Value and Opportunity Master Fund Ltd, Ramius Navigation Master Fund Ltd and RCG PB, Ltd) disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
- Ramius Enterprise Master Fund Ltd (Enterprise Master Fund) transferred shares of Common Stock held by it to Ramius Navigation Master Fund Ltd (Navigation Master Fund) in a transaction exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 or otherwise.
- Shares of Common Stock beneficially owned by Navigation Master Fund. As the sole member of Ramius Advisors, LLC (Ramius Advisors), the investment advisor of Navigation Master Fund, Ramius LLC (Ramius) may be deemed to beneficially own the shares of Common Stock beneficially owned by Navigation Master Fund. As the sole member of Ramius, Cowen Group, Inc. (Cowen) may be deemed to beneficially own the shares of Common Stock beneficially owned by Navigation Master Fund. As a significant shareholder of Cowen, RCG Holdings LLC (RCG Holdings) may be deemed to beneficially own the shares of Common Stock beneficially owned by Navigation Master Fund. As the managing member of RCG Holdings, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the shares of Common Stock beneficially owned by Navigation Master Fund.
- (Continued from previous footnote). As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Navigation Master Fund.
- Navigation Master Fund transferred shares of Common Stock held by it to RCG PB, Ltd (RCG PB) in a transaction exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 or otherwise.
- Shares of Common Stock beneficially owned by RCG PB. As the sole member of Ramius Advisors, the investment advisor of RCG PB, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the majority shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by RCG PB.
- Shares of Common Stock beneficially owned by Ramius Value and Opportunity Master Fund Ltd (Value and Opportunity Master Fund). As the sole member of RCG Starboard Advisors, LLC (RCG Starboard Advisors), the investment manager of Value and Opportunity Master Fund, Ramius may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the sole member of Ramius, Cowen may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As a significant shareholder of Cowen, RCG Holdings may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.
- (Continued from previous footnote). As the managing member of RCG Holdings, C4S may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund. As the managing members of C4S, each of Messrs. Cohen, Stark, Solomon and Strauss may be deemed to beneficially own the shares of Common Stock beneficially owned by Value and Opportunity Master Fund.

[By: Ramius LLC; By: /s/ Owen S. Littman, Authorized Signatory](#) 05/04/2010  
[By: C4S & Co., L.L.C.; By: /s/ Owen S. Littman, as Attorney in Fact for Jeffrey M. Solomon, as Managing Member](#) 05/04/2010  
[By: /s/ Owen S. Littman, as Attorney in Fact for Peter A. Cohen](#) 05/04/2010  
[By: /s/ Owen S. Littman, as Attorney in Fact for Morgan B. Stark](#) 05/04/2010  
[By: /s/ Owen S. Littman, as Attorney in Fact for Thomas W. Strauss](#) 05/04/2010

By: /s/ Owen S. Littman, as  
Attorney in Fact for Jeffrey M. Solomon 05/04/2010

By: Cowen Group, Inc.; By:  
/s/ Owen S. Littman 05/04/2010  
Authorized Signatory

By: RCG Holdings LLC; By:  
/s/ Owen S. Littman 05/04/2010  
Authorized Signatory

\*\* 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.**