

Castle John K
Form 4
November 21, 2008

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

OMB APPROVAL

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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 *
Castle John K
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
MORTONS RESTAURANT GROUP INC [MRT]

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

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

C/O CASTLE HARLAN, INC., 158 E. 58TH STREET
(Street)
NEW YORK, NY 10155
(City) (State) (Zip)

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 \$.01 per share | 11/20/2008 | | P | | 51 ⁽¹⁾ | A | \$ 2.07 | 5,067,664 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 per share | 11/20/2008 | | P | | 300 ⁽¹⁾ | A | \$ 2.08 | 5,067,964 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 | 11/20/2008 | | P | | 9,800 ⁽¹⁾ | A | \$ 2.12 | 5,077,764 | I | See Footnotes <u>(2)</u> <u>(3)</u> |

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| | | | | | | | | |
|---|------------|---|-----------------------|---|---------|-----------|---|-------------------------------------|
| per share | | | | | | | | |
| Common Stock, par value \$.01 per share | 11/20/2008 | P | 16 ⁽¹⁾ | A | \$ 2.13 | 5,077,780 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 per share | 11/20/2008 | P | 800 ⁽¹⁾ | A | \$ 2.14 | 5,078,580 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 per share | 11/21/2008 | P | 200 ⁽¹⁾ | A | \$ 2 | 5,078,780 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 per share | 11/21/2008 | P | 5,300 ⁽¹⁾ | A | \$ 2.01 | 5,084,080 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 per share | 11/21/2008 | P | 5,900 ⁽¹⁾ | A | \$ 2.02 | 5,089,980 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 per share | 11/21/2008 | P | 600 ⁽¹⁾ | A | \$ 2.03 | 5,090,580 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 per share | 11/21/2008 | P | 5,200 ⁽¹⁾ | A | \$ 2.04 | 5,095,780 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 per share | 11/21/2008 | P | 18,500 ⁽¹⁾ | A | \$ 2.05 | 5,114,280 | I | See Footnotes <u>(2)</u> <u>(3)</u> |
| Common Stock, par value \$.01 per share | 11/21/2008 | P | 2,900 ⁽¹⁾ | A | \$ 2.14 | 5,117,180 | I | See Footnotes <u>(2)</u> <u>(3)</u> |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Castle John K C/O CASTLE HARLAN, INC. 158 E. 58TH STREET NEW YORK, NY 10155 | X | X | | |

Signatures

/s/ John K.
Castle

11/21/2008

**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) Shares were purchased by Branford Chain, Inc.

Includes 4,688,664 shares held by Castle Harlan Partners III, L.P., 76,864 shares held by Castle Harlan Offshore Partners III, L.P., 78,361 shares held by Castle Harlan Affiliates III, L.P., 17,846 shares held by Frogmore Forum Family Fund, LLC, 31,045 shares held by

(2) Branford Castle Holdings, Inc. and 224,400 shares held by Branford Chain, Inc. John K. Castle, a member of the Morton's Restaurant Group, Inc. ("Morton's") board of directors, is the controlling shareholder of Castle Harlan Partners III, G.P., Inc., which is the general partner of the general partner of Castle Harlan Partners III, L.P.

Mr. Castle is also the controlling stockholder of the general partners of Castle Harlan Offshore Partners III, L.P. and of Castle Harlan Affiliates III, L.P. Mr. Castle also exercises control of Branford Castle Holdings, Inc., Branford Chain, Inc. and Frogmore Family Forum

(3) Fund, LLC. Mr. Castle shares voting and investment control with these entities (each of which is itself controlled by Mr. Castle) over the securities held by these entities. Mr. Castle disclaims beneficial ownership of the shares of Morton's common stock in excess of his proportionate ownership interest in Castle Harlan Partners III, L.P. and its affiliates.

Remarks:

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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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