

GATOFF ERIC

Form 4

January 02, 2013

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GATOFF ERIC

(Last) (First) (Middle)

C/O NATHAN'S FAMOUS,
INC., ONE JERICHO PLAZA

(Street)

JERICHO, NY 11753

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NATHANS FAMOUS INC [NATH]

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2012

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)

Chief Executive Officer

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 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)
Common Stock	12/28/2012		M	(A) or (D) Amount 15,000 (1) Price \$ 13.08	29,783	D	
Common Stock	12/28/2012		M	(A) or (D) Amount 12,500 (2) Price \$ 17.75	42,283	D	
Common Stock	12/28/2012		F	(A) or (D) Amount 17,862 Price \$ 33.65	24,421	D	

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

**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 control**

SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.08	12/28/2012		M	15,000 (1)	06/14/2007 ⁽³⁾ 06/13/2016	Common Stock	15,000
Stock Option (Right to Buy)	\$ 17.75	12/28/2012		M	12,500 (2)	06/06/2012 ⁽⁴⁾ 06/05/2016	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATOFF ERIC C/O NATHAN'S FAMOUS, INC. ONE JERICHO PLAZA JERICHO, NY 11753	X		Chief Executive Officer	

Signatures

Eric Gatoff 01/02/2013

**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) These shares were acquired through the exercise of stock options granted on June 14, 2006 pursuant to the Issuer's 2002 Stock Incentive Plan.
- (2) These shares were acquired through the exercise of stock options granted on June 6, 2011 pursuant to the Issuer's 2010 Stock Incentive Plan.
- (3) The 15,000 options vested in equal installments on June 14, 2007, June 14, 2008 and June 14, 2009.
- (4) The 12,500 shares constitute the vested portion of the option granted on June 6, 2011 which was first exercisable on June 6, 2012.

Edgar Filing: GATOFF ERIC - Form 4

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.