

ANTIOCO JOHN F
Form 4
June 30, 2006

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 *
ANTIOCO JOHN F

2. Issuer Name and Ticker or Trading Symbol
MAIN STREET RESTAURANT GROUP, INC. [MAIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

1201 ELM STREET, MAIL CODE D04, 32ND FLOOR

(Street)

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

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

DALLAS, TX 75270

(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	06/28/2006		U	1,151,211 D \$ 6.4	0	D	
Common Stock	06/28/2006		U	1,710,316 D \$ 6.4	0	I	By Antioco Limited Partnership (1) (2)
Common Stock	06/28/2006		U	2,704 D \$ 6.4	0	I	By The Antioco LLC (2)

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)

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 2	06/30/2006		D		200,000	(3)	08/05/2006	Common Stock	200,000
Director Stock Option (Right to Buy)	\$ 2	06/30/2006		D		200,000	(3)	08/05/2006	Common Stock	200,000
Director Stock Option (Right to Buy)	\$ 4.16	06/30/2006		D		5,000	(3)	07/23/2012	Common Stock	5,000
Director Stock Option (Right to Buy)	\$ 2.17	06/30/2006		D		5,000	(3)	06/17/2013	Common Stock	5,000
Director Stock Option (Right to Buy)	\$ 5.32	06/30/2006		D		5,000	(3)	11/22/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ANTIOCO JOHN F
1201 ELM STREET
MAIL CODE D04, 32ND FLOOR
DALLAS, TX 75270

X X

Signatures

Michael J. Herron, as
attorney-in-fact

06/30/2006

__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).

- The shares are held by Antioco Limited Partnership (the "Partnership"). The reporting person is the sole managing member of The Antioco LLC (the "LLC"), which is the sole general partner of the Partnership. A trust for the benefit of descendants of the reporting person and his former spouse is the sole limited partner of the Partnership. As managing member of the LLC, the reporting person has sole power to vote or dispose of shares held by the Partnership and the LLC and therefore may be deemed to be the beneficial owner of shares held by the Partnership and the LLC. The reporting person disclaims beneficial ownership of shares held by the Partnership and the LLC except to the extent that his individual interest in such shares arises from his interest in the Partnership and the LLC, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (1) The shares are held by the LLC. The reporting person is the sole managing member of the LLC. During calendar year 2005, the Partnership distributed a total of 3,902 shares, of which 2,704 were distributed to the LLC.

This option was cancelled in connection with the merger (the "Merger") of Main Street Acquisition Corporation with and into Main Street Restaurant Group, Inc. (the "Company") in exchange for a cash payment per share, whether vested or unvested, representing the difference between the exercise price of the option and the tender offer price of \$6.40, as set forth in the Agreement and Plan of Merger dated as of May 19, 2006 (the "Merger Agreement") by and among the Company, Main Street Acquisition Corporation, and Briad Main Street, Inc.

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.