

GILMAN ALAN B
Form 4
October 23, 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 *
GILMAN ALAN B

(Last) (First) (Middle)

500 CENTURY BLDG., 36 S.
PENNSYLVANIA

(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEAK & SHAKE CO [SNS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2006

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/20/2006 | | F | V | 11,000 | D | \$ 19.03 350,152 |
| Common Stock | 10/20/2006 | | M | | 16,681 | A | \$ 12.92 366,833 |
| Common Stock | 10/23/2006 | | G | | 1,200 | D | \$ 0 ⁽³⁾ 365,633 |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option | \$ 17.14 | | | | | 08/04/2004 ⁽¹⁾ 08/04/2009 ⁽¹⁾ | Common Stock | 25,000 |
| Option | \$ 19.75 | | | | | 09/14/2005 ⁽¹⁾ 09/14/2010 ⁽¹⁾ | Common Stock | 25,000 |
| Option | \$ 12.92 | 10/20/2006 | | M | 16,681 | 01/29/2002 01/29/2007 | Common Stock | 16,681 |
| Option | \$ 15.1 | | | | | 06/21/2002 ⁽¹⁾ 06/21/2007 | Common Stock | 25,000 |
| Option | \$ 14.14 | | | | | 04/29/2003 ⁽¹⁾ 04/29/2008 | Common Stock | 27,500 |
| Option | \$ 14.93 | | | | | 07/02/2003 07/02/2008 | Common Stock | 10,000 |
| Option | \$ 18.85 | | | | | 01/12/2004 01/12/2009 | Common Stock | 7,800 |
| Option | \$ 17.14 | | | | | 05/06/2004 ⁽¹⁾ 05/06/2009 | Common Stock | 27,500 |
| Option | \$ 17.47 | | | | | 02/08/2007 ⁽²⁾ 02/08/2016 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GILMAN ALAN B 500 CENTURY BLDG. 36 S. PENNSYLVANIA INDIANAPOLIS, IN 46204 | X | | | |

Signatures

David C. Milne Attorney
in Fact

10/23/2006

__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).
- (1) The options granted to Mr. Gilman vest on a five-year graduated basis, with 20% vested immediately and an additional 20% vesting each anniversary of the date of grant thereafter.
 - (2) These options vest over a five-year period, with 25% vesting on the first anniversary of the date of grant and the remainder vesting on subsequent anniversaries.
 - (3) These shares were given as a gift by Mr. Gilman. Accordingly, no price was paid or asked for them.

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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