

POTBELLY CORP  
Form 4  
December 16, 2014

# FORM 4

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

OMB APPROVAL

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## 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 \*  
LEVITAN DAN

(Last) (First) (Middle)

411 FIRST AVENUE SOUTH,  
SUITE 600

(Street)

SEATTLE, WA 98104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
POTBELLY CORP [PBPB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/12/2014		J <sup>(1)</sup>		1,000,000 <sup>(2)</sup>	D	\$ 0
					3,313,489 <sup>(2)</sup>	I	
Common Stock	12/12/2014		J <sup>(3)</sup>		6,809	A	\$ 0
					6,809 <sup>(4)</sup>	I	
Common Stock	12/12/2014		J <sup>(5)</sup>		6,809	D	\$ 0
					0	I	
Common Stock	12/12/2014		J <sup>(6)</sup>		2,442	A	\$ 0
					2,442 <sup>(7)</sup>	I	

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Common Stock	12/12/2014	J <sup>(8)</sup>	2,442	D	\$ 0	0	I	(7) See Footnote (7)
Common Stock	12/12/2014	J <sup>(9)</sup>	8,713	A	\$ 0	11,271	I	(10) See Footnote (10)
Common Stock	12/12/2014	J <sup>(11)</sup>	8,593	D	\$ 0	2,678	I	(10) See Footnote (10)
Common Stock	12/12/2014	J <sup>(12)</sup>	2,306	A	\$ 0	2,306	D	
Common Stock	12/12/2014	J <sup>(13)</sup>	538	A	\$ 0	2,844	D	
Common Stock	12/12/2014	J <sup>(14)</sup>	15,092	A	\$ 0	17,936	D	
Common Stock	12/12/2014	J <sup>(15)</sup>	5,060	A	\$ 0	22,996	D	
Common Stock	12/12/2014	J <sup>(16)</sup>	2,903	A	\$ 0	25,889	D	

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares



**Remarks:**

The reporting person disclaims beneficial ownership of any securities except to the extent of his pecuniary interest in such securities.

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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