## Edgar Filing: POTBELLY CORP - Form 4

Form 4	CORP									
March 08, 2										
FORM	14 UNITED	статгс	SECU	DITIFS	AND FY	CHANCE	COMMISSIO		PPROVAL	
Washington, D.C. 20549									3235-0287	
Check th if no long	ger STATEN	IENT O	Expires:	January 31, 2005						
subject to Section 16. Form 4 or							Estimated burden hou response	urs per		
Form 5 obligatio may com <i>See</i> Instr 1(b).	tinue. Section 17(	a) of the 1	Public U	Itility Hol	lding Con		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type ]	Responses)									
1. Name and A TURK NAM	2. Issuer Name <b>and</b> Ticker or Trading Symbol POTBELLY CORP [PBPB]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	Middle)			-	<b>D</b> ]	(Che	eck all applicable)		
(Last) (First) (Middle) 111 N. CANAL, SUITE 850			<ul><li>3. Date of Earliest Transaction (Month/Day/Year)</li><li>03/04/2016</li></ul>			Director 10% Owner X Officer (give title Other (specify below) SVP HR & Corp. Comm.				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
CHICAGO	, IL 60606						Person	wore than one R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4	(A) or of (D) • and 5) (A) or	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Rer	port on a separate line	for each cl	ass of sec		Amount		or indirectly.			
					Perso inform requir	ns who rest ation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired ( or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 13.73	03/04/2016		A <u>(1)</u>		21,109		(2)	03/04/2026	Common Stock	21,

## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
TURK NANCY F 111 N. CANAL SUITE 850 CHICAGO, IL 60606			SVP HR & Corp. Comm.	
Signatures				

By: Robyn Martin For: 03/08/2016 Nancy Turk Date

\*\*Signature of Reporting Person

## **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) Option award pursuant to the Potbelly Corporation 2013 Long-Term Incentive Plan.
- (2) The option vests in four equal annual installments beginning on the first anniversary of the Transaction Date.
- Since the date of the reporting person's last ownership report, she transferred 15,582 shares of Potbelly Corporation common stock and an (3) employee stock option to purchase 72,804 shares of Potbelly Corporation common stock pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any of these transferred securities.

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.