

GORONKIN DAVID
Form 4
August 22, 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 *
GORONKIN DAVID

2. Issuer Name and Ticker or Trading Symbol
FAMOUS DAVES OF AMERICA INC [DAVE]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
12701 WHITEWATER DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2006

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

MINNETONKA, MN 55343

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$.01 par value	08/21/2006		P	400	A \$ 13.58	34,000	D
Common Stock, \$.01 par value	08/21/2006		P	100	A \$ 13.6	34,100	D
Common Stock, \$.01 par value	08/21/2006		P	200	A \$ 13.68	34,300	D
Common Stock, \$.01	08/21/2006		P	200	A \$ 13.69	34,500	D

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par value							
Common Stock, \$.01 par value	08/21/2006	P	1,100	A	\$ 13.7	35,600	D
Common Stock, \$.01 par value	08/21/2006	P	100	A	\$ 13.72	35,700	D
Common Stock, \$.01 par value	08/21/2006	P	300	A	\$ 13.73	36,000	D
Common Stock, \$.01 par value	08/21/2006	P	100	A	\$ 13.79	36,100	D
Common Stock, \$.01 par value	08/21/2006	P	1,500	A	\$ 13.8	37,600	D
Common Stock, \$.01 par value	08/22/2006	P	100	A	\$ 14.2	37,700	D
Common Stock, \$.01 par value	08/22/2006	P	199	A	\$ 14.21	37,899	D
Common Stock, \$.01 par value	08/22/2006	P	100	A	\$ 14.22	37,999	D
Common Stock, \$.01 par value	08/22/2006	P	100	A	\$ 14.23	38,099	D
Common Stock, \$.01 par value	08/22/2006	P	100	A	\$ 14.24	38,199	D
Common Stock, \$.01 par value	08/22/2006	P	1,151	A	\$ 14.25	39,350	D

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)

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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. F...			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽¹⁾	\$ 4.1					⁽²⁾		08/11/2013		Common Stock, \$.01 par value	200,000
Employee Stock Option ⁽¹⁾	\$ 6.15					⁽³⁾		02/18/2014		Common Stock, \$.01 par value	62,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORONKIN DAVID 12701 WHITEWATER DRIVE MINNETONKA, MN 55343	X		Chief Executive Officer	

Signatures

/s/ Diana G. Purcel, as Attorney-in-Fact for David Goronkin 08/22/2006

**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) Pursuant to Rule 16b-3 (right to buy).
- (2) Option vests as follows: 66,667 shares on 8/11/04, 66,667 on 8/11/05, and 66,666 shares on 8/11/06.
- (3) 15,500 shares each vest on 2/18/05, 2/18/06, 2/18/07 and 2/18/08.

Remarks:

Confirming Statement previously filed on May 2, 2005 and incorporated herein by reference.

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.