

NATHANS FAMOUS INC  
Form 4  
April 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
**PETROCELLI ATTILIO**

(Last) (First) (Middle)

9 PARK PLACE

(Street)

GREAT NECK, NY 11021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NATHANS FAMOUS INC [NATH]

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

04/01/2015

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)
			Code	V	Amount	(D)	Price
Common Stock					104,222	D	
Common Stock	04/01/2015		G		20,000	D	\$ 0
					16,000	I (1)	By Entity

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

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SEC 1474 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
2010 Stock Incentive Plan (Right to Buy)	\$ 17.75	04/02/2015		D <sup>(2)</sup>	2,500	<sup>(2)</sup> 06/05/2016	Common Stock	2,500
2010 Stock Incentive Plan (Right to Buy)	\$ 11.72	04/02/2015		A <sup>(2)</sup>	3,787	<sup>(2)</sup> 06/05/2016	Common Stock	3,787
2010 Stock Incentive Plan (Right to Buy)	\$ 53.89	04/02/2015		D <sup>(3)</sup>	10,000	<sup>(3)</sup> 08/05/2019	Common Stock	10,000
2010 Stock Incentive Plan (Right to Buy)	\$ 35.576	04/02/2015		A <sup>(3)</sup>	15,149	<sup>(3)</sup> 08/05/2019	Common Stock	15,149

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETROCELLI ATTILIO 9 PARK PLACE GREAT NECK, NY 11021	X			

## Signatures

/s/ Attilio  
Petrocelli

04/03/2015

\*\*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) These shares are owned directly by an entity of which Mr. Petrocelli is the principal stockholder and principal executive officer.

In connection with the recent special cash dividend of the Issuer, the Issuer's Compensation Committee approved the exchange of options to purchase 2,500 shares at an exercise price of \$17.75 for options to purchase 3,787 shares at an exercise price of \$11.72. Pursuant to

(2) Article IV(e) of the Issuer's 2010 Stock Incentive Plan, the Compensation Committee has the authority to make appropriate provisions upon the Issuer's declaration of a special cash dividend. The original options vested 25% each on the first through fourth anniversaries of June 6, 2011, the grant date, and the new options will have the same vesting terms and expiration date as the original grant.

In connection with the recent special cash dividend of the Issuer, the Issuer's Compensation Committee approved the exchange of options to purchase 10,000 shares at an exercise price of \$53.89 for options to purchase 15,149 shares at an exercise price of \$35.576. Pursuant to

(3) Article IV(e) of the Issuer's 2010 Stock Incentive Plan, the Compensation Committee has the authority to make appropriate provisions upon the Issuer's declaration of a special cash dividend. The original options were granted on August 6, 2014, and the new options will have the same vesting terms and expiration date as the original grant.

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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