

NATHANS FAMOUS INC
 Form 4
 June 07, 2013

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 *
EIDE ROBERT J

(Last) (First) (Middle)

810 7TH AVENUE, 11TH FLOOR, C/O AEGIS CAPITAL

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NATHANS FAMOUS INC [NATH]

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

06/06/2013

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 or (D) Price			
Common Stock	06/06/2013		M	(1) 15,000 A \$ 13.08	16,825	D	
Common Stock	06/06/2013		M	(2) 5,000 A \$ 17.75	21,825	D	
Common Stock					75,000 (3)	I	By Trust

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

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number.

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.08	06/06/2013		M	15,000	<u>(4)</u> 06/13/2016	Common Stock	15,000
Stock Option (Right to Buy)	\$ 17.75	06/06/2013		M	5,000	<u>(5)</u> 06/05/2016	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EIDE ROBERT J 810 7TH AVENUE, 11TH FLOOR C/O AEGIS CAPITAL NEW YORK, NY 10019	X			

Signatures

/s/ Robert J. Eide
06/07/2013
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) These shares were acquired through the exercise of stock options granted pursuant to the Issuer's 2002 Stock Incentive Plan.
- (2) These shares were acquired through the exercise of stock options granted pursuant to the Issuer's 2010 Stock Incentive Plan.
- (3) These shares are held indirectly as trustee for the Howard Lorber Irrevocable Trust.
- (4) Options vested 20% on each of the first through fifth anniversaries of June 14, 2006, the grant date of these options.

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Such options were part of a grant of 10,000 options on June 6, 2011, which began vesting on June 6, 2012. 5,000 of these options have
(5) vested to date and the remaining 5,000 will vest in equal installments on the third and fourth anniversaries of the grant date of these options.

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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