

MILNE DAVID C
Form 4
February 11, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILNE DAVID C

(Last) (First) (Middle)

36 S. PENNSYLVANIA, SUITE 500

(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STEAK & SHAKE CO [SNS]

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

02/09/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, General Counsel; Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/09/2009		F	1,393	D	28,809	D
				(A) or (D)	Price \$ 6.77 (3)		

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

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information contained in this form are not
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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 17.14							08/04/2004 ⁽¹⁾	08/04/2009 ⁽¹⁾	Common Stock	5,000
Option	\$ 16.51							05/08/2008 ⁽²⁾	05/08/2017 ⁽²⁾	Common Stock	1,800
Option	\$ 19.75							09/14/2005 ⁽¹⁾	09/14/2010 ⁽¹⁾	Common Stock	6,000
Option	\$ 17.47							02/08/2007 ⁽²⁾	02/08/2016 ⁽²⁾	Common Stock	6,900
Option	\$ 19.71							02/21/2005 ⁽⁴⁾	02/21/2010 ⁽⁴⁾	Common Stock	1,574
Option	\$ 15.1							05/11/2007 ⁽⁴⁾	05/01/2012 ⁽⁴⁾	Common Stock	1,954
Option	\$ 17.17							09/29/2006 ⁽⁴⁾	09/29/2011 ⁽⁴⁾	Common Stock	288
Option	\$ 17.72							02/06/2008 ⁽²⁾	02/06/2017 ⁽²⁾	Common Stock	6,700
Option	\$ 7.48							04/12/2009 ⁽²⁾	04/12/2018 ⁽²⁾	Common Stock	22,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILNE DAVID C 36 S. PENNSYLVANIA SUITE 500 INDIANAPOLIS, IN 46204			VP, General Counsel; Secretary	

Signatures

David C. Milne
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 options vest over a five year period, with 20% vesting on the date of grant and the remainder on each anniversary thereof in 20% increments.
- (2) These options vest over a five year period, with 25% vesting on the first anniversary of the date of grant and the remainder vesting on subsequent anniversaries.
- (3) These shares were withheld by the Company to pay the tax withholding obligation resulting from the vesting of 4,100 shares of restricted stock.
- (4) These are "reload" options granted under the Company's Employee Stock Option Plan. They are fully vested on the date of grant and expire five years from date of 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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