

WESTERN SIZZLIN CORP
Form 4
October 18, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SONKIN PAUL D

2. Issuer Name and Ticker or Trading Symbol
WESTERN SIZZLIN CORP
[WSZZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
460 PARK AVENUE, 12TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2005

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
see footnote #1

(Street)
NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 or Disposed of (A) or (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) |
|---|--------------------------------------|--|--------------------------------|--|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common stock \$.01 par value <u>(1)</u> | 08/16/2005 | | P | 28,274 <u>(2)</u> A \$ 0.899 | 83,342 | D <u>(3)</u> | |
| Common stock \$.01 par value | 10/13/2005 | | P | 11,250 <u>(4)</u> A \$ 0.82 | 988,275 | D <u>(5)</u> | |
| Common stock \$.01 par value | 10/13/2005 | | P | 11,250 <u>(6)</u> A \$ 0.82 | 956,325 | D <u>(7)</u> | |

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| | | | | | | | |
|------------------------------|------------|---|----------------------|---|---------|---------|---------------|
| Common stock \$.01 par value | 10/14/2005 | P | <u>9,000</u> (8) | A | \$ 0.82 | 997,275 | D <u>(9)</u> |
| Common stock \$.01 par value | 10/14/2005 | P | <u>9,000</u> (10) | A | \$ 0.82 | 965,325 | D <u>(11)</u> |
| Common stock \$.01 par value | 10/14/2005 | P | <u>2,000</u> (12) | A | \$ 0.82 | 85,342 | D <u>(13)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| SONKIN PAUL D 460 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022 | | X | | see footnote #1 |
| HUMMINGBIRD VALUE FUND LP 460 PARK AVENUE, 12TH FL NEW YORK, NY 10022 | | X | | see footnote #1 |
| HUMMINGBIRD MICROCAP VALUE FUND LP 460 PARK AVENUE, 12TH FL | | X | | see footnote #1 |

NEW YORK, NY 10022

TARSIER NANOCAP VALUE FUND, LP
 C/O HUMMINGBIRD MANAGEMENT, LLC
 460 PARK AVENUE, 12TH FLOOR
 NEW YORK, NY 10022

X see footnote #1

HUMMINGBIRD MANAGEMENT LLC
 460 PARK AVENUE, 12TH FL
 NEW YORK, NY 10022

X see footnote #1

HUMMINGBIRD CAPITAL LLC
 460 PARK AVENUE, 12TH FL
 NEW YORK, NY 10022

X see footnote #1

Signatures

Paul D. Sonkin
 10/18/2005

**Signature of Reporting Person Date

The Hummingbird Value Fund, LP.
 10/18/2005

**Signature of Reporting Person Date

The Hummingbird Microcap Value
 Fund, LP.
 10/18/2005

**Signature of Reporting Person Date

The Tarsier Nanocap Value Fund, LP
 10/18/2005

**Signature of Reporting Person Date

Hummingbird Management, LLC
 10/18/2005

**Signature of Reporting Person Date

Hummingbird Capital, LLC
 10/18/2005

**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).

This Form 4 is filed jointly by Paul D. Sonkin, The Hummingbird Value Fund, L.P. ("HVF"), The Hummingbird Microcap Value Fund, L.P. ("Microcap"), The Tarsier Nanocap Value Fund, L.P. ("Tarsier"), Hummingbird Capital, LLC, and Hummingbird Management, LLC. Paul D. Sonkin is the Managing Member of (a) Hummingbird Capital, LLC, the general partner of HVF, Microcap, and Tarsier, and (b)

- (1) Hummingbird Management, LLC, the investment manager to HVF, Microcap, and Tarsier. Accordingly, each of Paul D. Sonkin, Hummingbird Capital, LLC, and Hummingbird Management, LLC may be deemed to beneficially own the securities owned by HVF, Microcap, and Tarsier reported herein. The Reporting Persons are members of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Common Stock.
- (2) Acquired by The Tarsier Nanocap Value Fund, L.P.
 Owned directly by The Tarsier Nanocap Value Fund, LP., and indirectly by Paul D. Sonkin, Hummingbird Capital, LLC, and
- (3) Hummingbird Management, LLC, each of which disclaims beneficial ownership of the securities owned by The Tarsier Nanocap Value Fund, L.P., except to the extent that each such party has an interest, if any, in The Tarsier Nanocap Value Fund, L.P.

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(4) Acquired by The Hummingbird Value Fund, LP.

Owned directly by The Hummingbird Value Fund, L.P., and indirectly by Paul D. Sonkin, Hummingbird Capital, LLC, and

(5) Hummingbird Management, LLC, each of which disclaims beneficial ownership of the securities owned by The Hummingbird Value Fund, L.P., except to the extent that each such party has an interest, if any, in The Hummingbird Value Fund, L.P.

(6) Acquired by The Hummingbird Microcap Value Fund, LP.

Owned directly by The Hummingbird Microcap Value Fund, L.P., and indirectly by Paul D. Sonkin, Hummingbird Capital, LLC, and

(7) Hummingbird Management, LLC, each of which disclaims beneficial ownership of the securities owned by The Hummingbird Value Microcap Fund, L.P., except to the extent that each such party has an interest, if any, in The Hummingbird Microcap Value Fund, L.P.

(8) Acquired by The Hummingbird Value Fund, LP.

(9) see footnote #5.

(10) Acquired by The Hummingbird Microcap Value Fund, LP.

(11) see footnote #7.

(12) Acquired by The Tarsier Nanocap Value Fund, LP.

(13) see footnote #3.

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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