

FRIENDLY ICE CREAM CORP
Form 4
May 19, 2006

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 *
HOAGLAND PAUL V

2. Issuer Name and Ticker or Trading Symbol
FRIENDLY ICE CREAM CORP [frn]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1855 BOSTON ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP & CFO

WILBRAHAM, MA 01095

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/17/2006		M		600	A	\$ 1.92
Common Stock	05/17/2006		S		600	D	\$ 8.31
Common Stock	05/18/2006		M		14,400	A	\$ 1.92
Common Stock	05/18/2006		S		14,400	D	\$ 8.25
Common Stock	05/18/2006		M		5,500	A	\$ 2.4

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Common Stock	05/18/2006	S	5,500	D	\$ 8.25	0	D
Common Stock	05/19/2006	M	500	A	\$ 2.4	500	D
Common Stock	05/19/2006	S	500	D	\$ 8.25	0	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)

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
Exercise of Stock Options	\$ 1.92	05/17/2006		M	600	<u>(1)</u> 05/16/2011	Common Stock	15,000
Exercise of Stock Options	\$ 1.92	05/18/2006		M	14,400	<u>(1)</u> 05/16/2011	Common Stock	14,400
Exercise of Stock Options	\$ 2.4	05/18/2006		M	5,500	<u>(1)</u> 07/25/2011	Common Stock	6,000
Exercise of Stock Options	\$ 2.4	05/19/2006		M	500	<u>(1)</u> 07/25/2011	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAGLAND PAUL V 1855 BOSTON ROAD			Exec. VP & CFO	

WILBRAHAM, MA 01095

Signatures

/s/ Gregory A. Pastore, Under Power of Attorney for Paul V.
Hoagland

05/19/2006

__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) On December 20, 2004, the Board of Directors of the Company accelerated the vesting of all then outstanding and unvested stock options. Accordingly, these stock options became fully vested and exercisable on December 20, 2004.

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.