

NATHANS FAMOUS INC
Form 4
March 13, 2015

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 *
PETROCELLI ATILIO

(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)
03/13/2015

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 (A) or (D) Price			
Common Stock	03/13/2015		M	15,000 (1) A \$ 13.08	96,722	D	
Common Stock	03/13/2015		M	7,500 (2) A \$ 17.75	104,222	D	
Common Stock					36,000	I (3)	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)

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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)	Amount or Number of Shares
2002 Stock Option Plan (Right to Buy)	\$ 13.08	03/13/2015		M	15,000	⁽⁴⁾ 06/13/2016	Common Stock	15,000
2010 Stock Incentive Plan (Right to Buy)	\$ 17.75	03/13/2015		M	7,500	⁽⁵⁾ 06/05/2016	Common Stock	7,500

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

03/13/2015

**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 were acquired through the exercise of stock options granted on June 14, 2006 pursuant to the Issuer's 2002 Stock Incentive Plan.
 - (2) These shares were acquired through the exercise of stock options granted on June 6, 2011 pursuant to the Issuer's 2010 Stock Incentive Plan.

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- (3) These shares are owned directly by an entity of which Mr. Petrocellin is the principal stockholder and principal executive officer.
- (4) Options vested 20% on each of the first through fifth anniversaries of June 14, 2006, the grant date.
- (5) Options vested 25% on each of the first through fourth anniversaries of June 6, 2011, the grant date.

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.