ZURZOLO DEBBY R

Form 4

March 14, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ZURZOLO DEBBY R			Symbol		nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[CAKE		FACTORY INC				
(Last)	(First)	(Middle)		f Earliest 7 Day/Year)	Fransaction	_X_ Officer (give			
26901 MALIBU HILLS ROAD			03/12/2	• /		below) below) Exec VP, Gen Counsel & Secy			
(Street)			4. If Ame	endment, I	Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mo	nth/Day/Ye	ar)	Applicable Line) _X_ Form filed by One Reporting Person				
CALABAS	AS HILLS, CA	91301				Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Disposed of	, or Beneficiall	ly Owned	
1.Title of	2. Transaction D	ate 2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6.	7. Natur	
Security	(Month/Day/Yea	r) Execution	on Date, if		ion(A) or Disposed of (D)	Securities	Ownership	Indirect	
(Instr 3)		anv		Code	(Instr 3 4 and 5)	Reneficially	Form: Direct	Renefici	

(City)	(State) (Table Table	e I - Non-D	Perivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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			Code v	rimount	(D)	Titee	26,000	D	
Common stock							757	I	By SEP IRA
Common stock	03/12/2012		M	33,750	A	\$ 20	50,874	I	By trust (1)
Common stock	03/12/2012		M	15,000	A	\$ 20	65,874	I	By trust (1)
Common stock	03/12/2012		S	5,448	D	\$ 30.81	60,426	I	By trust (1)

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Common stock	03/12/2012	S	248	D	\$ 30.79	60,178	I	By trust (1)
Common stock	03/12/2012	S	148	D	\$ 30.77	60,030	I	By trust (1)
Common stock	03/12/2012	S	1,548	D	\$ 30.76	58,482	I	By trust (1)
Common stock	03/12/2012	S	648	D	\$ 30.75	57,834	I	By trust (1)
Common stock	03/12/2012	S	648	D	\$ 30.74	57,186	I	By trust (1)
Common stock	03/12/2012	S	1,712	D	\$ 30.73	55,474	I	By trust (1)
Common stock	03/12/2012	S	200	D	\$ 30.72	55,274	I	By trust (1)
Common stock	03/12/2012	S	500	D	\$ 30.71	54,774	I	By trust (1)
Common stock	03/12/2012	S	400	D	\$ 30.7	54,374	I	By trust (1)
Common stock	03/12/2012	S	500	D	\$ 30.69	53,874	I	By trust (1)
Common stock	03/12/2012	S	18,000	D	\$ 30.68	35,874	I	By trust (1)
Common stock	03/12/2012	S	1,100	D	\$ 30.54	34,774	I	By trust (1)
Common stock	03/12/2012	S	1,100	D	\$ 30.53	33,674	I	By trust (1)
Common stock	03/12/2012	S	3,971	D	\$ 30.52	29,703	I	By trust (1)
Common stock	03/12/2012	S	5,300	D	\$ 30.51	24,403	I	By trust (1)
Common stock	03/12/2012	S	3,529	D	\$ 30.5	20,874	I	By trust (1)
Common stock	03/13/2012	S	2,971	D	\$ 30.65	17,903	I	By trust (1)
Common stock	03/13/2012	S	779	D	\$ 30.64	17,124	I	By trust (1)

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)	ransactionDerivative ode Securities		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
Options to purchase common stock	\$ 20	03/12/2012		M		33,750	02/06/2008	02/06/2013	Common stock	33,750
Options to purchase common stock	\$ 20	03/12/2012		M		15,000	02/06/2008	02/06/2013	Common stock	15,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZURZOLO DEBBY R 26901 MALIBU HILLS ROAD CALABASAS HILLS, CA 91301

Exec VP, Gen Counsel & Secy

Signatures

Debby Zurzolo 03/14/2012

**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) Held by the Debby R. Chinski Living Trust of which the reporting person is trustee.

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.

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