

CHEESECAKE FACTORY INC
 Form 4
 July 08, 2013

FORM 4

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

OMB APPROVAL

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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 *
ZURZOLO DEBBY R

2. Issuer Name and Ticker or Trading Symbol
**CHEESECAKE FACTORY INC
 [CAKE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
26901 MALIBU HILLS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/05/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP, Gen Counsel & Secy

CALABASAS HILLS, CA 91301
 (City) (State) (Zip)

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

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	07/05/2013		M	5,000 (2) A \$ 32.32	26,620	I	By Trust (1)
Common Stock	07/05/2013		S	100 (2) D \$ 42.76	26,520	I	By Trust (1)
Common Stock	07/05/2013		S	100 (2) D \$ 42.81	26,420	I	By Trust (1)
Common Stock	07/05/2013		S	300 (2) D \$ 42.82	26,120	I	By Trust (1)
Common Stock	07/05/2013		S	100 (2) D \$ 42.83	26,020	I	By Trust (1)

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Common Stock	07/05/2013	S	200 <u>(2)</u>	D	\$ 42.85	25,820	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	200 <u>(2)</u>	D	\$ 42.86	25,620	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	201 <u>(2)</u>	D	\$ 42.87	25,419	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	100 <u>(2)</u>	D	\$ 42.88	25,319	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	300 <u>(2)</u>	D	\$ 42.89	25,019	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	297 <u>(2)</u>	D	\$ 42.9	24,722	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	400 <u>(2)</u>	D	\$ 42.91	24,322	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	300 <u>(2)</u>	D	\$ 42.94	24,022	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	300 <u>(2)</u>	D	\$ 42.95	23,722	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	200 <u>(2)</u>	D	\$ 42.96	23,522	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	100 <u>(2)</u>	D	\$ 42.97	23,422	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	172 <u>(2)</u>	D	\$ 42.98	23,250	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	100 <u>(2)</u>	D	\$ 42.99	23,150	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	100 <u>(2)</u>	D	\$ 43	23,050	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	200 <u>(2)</u>	D	\$ 43.01	22,850	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	200 <u>(2)</u>	D	\$ 43.02	22,650	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	100 <u>(2)</u>	D	\$ 43.03	22,550	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	100 <u>(2)</u>	D	\$ 43.04	22,450	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	300 <u>(2)</u>	D	\$ 43.05	22,150	I	By Trust <u>(1)</u>
Common Stock	07/05/2013	S	300 <u>(2)</u>	D	\$ 43.07	21,850	I	By Trust <u>(1)</u>
	07/05/2013	S	30 <u>(2)</u>	D		21,820	I	

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Common Stock					\$ 43.08			By Trust <u>(1)</u>	
Common Stock	07/05/2013		S	200 <u>(2)</u>	D	\$ 43.09	21,620	I	By Trust <u>(1)</u>
Common Stock							24,500	D	
Common Stock							757	I	BY SEP IRA

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 32.32	07/05/2013		M	5,000	01/03/2006 01/03/2015	Common Stock 5,000

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

07/08/2013

**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.
 - (2) Pursuant to 10b5-1 trading plan.

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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