

ROCKY MOUNTAIN CHOCOLATE FACTORY INC
 Form 4
 July 27, 2005

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 *
JOBSON WILLIAM KEY

2. Issuer Name and Ticker or Trading Symbol
ROCKY MOUNTAIN CHOCOLATE FACTORY INC [RMCF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Information Officer

(Last) (First) (Middle)
 265 TURNER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/28/2005

DURANGO, CO 81303
 (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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common | 07/28/2005 | 07/28/2005 | A | V | 4,640 | A | \$ 1.6 4,640 | D |
| Common | 07/28/2005 | 07/28/2005 | A | | 8,316 | A | \$ 3.94 12,956 | D |
| Common | 07/28/2005 | 07/28/2005 | A | | 6,930 | A | \$ 3.46 19,886 | D |
| Common | 07/28/2005 | 07/28/2005 | A | | 4,200 | A | \$ 7.78 24,086 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options | \$ 1.6 | 07/28/2005 | 07/28/2005 | M | 4,640 | 03/01/2002 03/01/2011 | Common | 4,640 |
| Options | \$ 3.94 | 07/28/2005 | 07/28/2005 | M | 8,316 | 03/01/2003 03/01/2012 | Common | 8,316 |
| Options | \$ 3.46 | 07/28/2005 | 07/28/2005 | M | 6,930 | 05/23/2004 05/23/2013 | Common | 6,930 |
| Options | \$ 7.78 | 07/28/2005 | 07/28/2005 | M | 4,200 | 06/18/2005 06/18/2014 | Common | 4,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOBSON WILLIAM KEY 265 TURNER DRIVE DURANGO, CO 81303 | | | Chief Information Officer | |

Signatures

William Key
Jobson 07/28/2005

__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).

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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