

BYFUGLIN MAX S
Form 4
May 21, 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 *
BYFUGLIN MAX S

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)
05/17/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President (Subsidiary)

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) | (A) or (D) | 5. Amount or Price | 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 | 05/17/2013 | | M | | V | 10,000 \$ 29.36 | 62,803 | I | By Trust (1) |
| Common Stock | 05/17/2013 | | S | | V | 2,832 \$ 40.6 | 59,971 | I | By Trust (1) |
| Common Stock | 05/17/2013 | | S | | V | 300 \$ 40.61 | 59,671 | I | By Trust (1) |
| Common Stock | 05/17/2013 | | S | | V | 100 \$ 40.62 | 59,571 | I | By Trust (1) |
| Common Stock | 05/17/2013 | | S | | V | 300 \$ 40.63 | 59,271 | I | By Trust (1) |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|------------------------|
| Common Stock | 05/17/2013 | S | 300 | D | \$ 40.72 | 58,971 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 300 | D | \$ 40.73 | 58,671 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 500 | D | \$ 40.74 | 58,171 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 400 | D | \$ 40.75 | 57,771 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 200 | D | \$ 40.76 | 57,571 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 868 | D | \$ 40.77 | 56,703 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 300 | D | \$ 40.78 | 56,403 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 760 | D | \$ 40.79 | 55,643 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 840 | D | \$ 40.8 | 54,803 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 500 | D | \$ 40.81 | 54,303 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 600 | D | \$ 40.82 | 53,703 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 100 | D | \$ 40.83 | 53,603 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 300 | D | \$ 40.84 | 53,303 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 300 | D | \$ 40.85 | 53,003 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 100 | D | \$ 40.86 | 52,903 | I | By Trust <u>(1)</u> |
| Common Stock | 05/17/2013 | S | 100 | D | \$ 40.91 | 52,803 | I | By Trust <u>(1)</u> |
| Common Stock | | | | | | 25,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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) | \$ 29.36 | 05/17/2013 | | M | 10,000 | 12/31/2004 12/31/2013 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BYFUGLIN MAX S 26901 MALIBU HILLS ROAD CALABASAS HILLS, CA 91301 | | | President (Subsidiary) | |

Signatures

Max. S. Byfuglin by Debby Zurzolo, his attorney in fact 05/21/2013

__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) Shares held by the Byfuglin Family Trust u/t/a 9/27/2003 of which the reporting person and his spouse are trustees.

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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