

CHEESECAKE FACTORY INC

Form 4

March 09, 2015

**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)  
**03/05/2015**

 \_\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/05/2015		A	(A) or (D) Amount 4,400 (1)	\$ 0 18,800 (2)	D	
Common Stock					27,465	I	By Trust (3)
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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 information contained in this form are not  
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 SEC 1474  
 (9-02)

number.

**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)	\$ 48.01	03/05/2015		A		13,000		<u>(4)</u>	03/05/2023	Common Stock	13,000

## 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 03/09/2015

\_\_Signature of Date  
Reporting Person

## 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).

Shares of restricted stock subject to the following vesting conditions: Performance condition based on the Issuer's cumulative

(1) fully-diluted earnings per share of (i) a combined target for 2015 and 2016, or (ii) a combined target for 2015, 2016 and 2017, whichever occurs first, then time-based vesting at a rate of 60% of the shares on 3/5/2018 and 20% on each of 3/5/2019 and 3/5/2020.

(2) Shares of restricted stock subject to forfeiture.

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

(4) Vests as to 20% of the options on each of 3/5/2016, 2017, 2018, 2019 and 2020.

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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