

CHEESECAKE FACTORY INC

Form 4

March 11, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
03/09/2016

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

CALABASAS HILLS, CA 91301

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/09/2016		M		3,000	A	\$ 21.42	61,344	I	By Trust <u>(1)</u>
Common Stock	03/09/2016		M		3,000	A	\$ 31.1	64,344	I	By Trust <u>(1)</u>
Common Stock	03/09/2016		M		8,668	A	\$ 29.29	73,012	I	By Trust <u>(1)</u>
Common Stock	03/09/2016		M		8,700	A	\$ 35.62	81,712	I	By Trust <u>(1)</u>
Common Stock	03/09/2016		S		21,926	D	\$ 52.6655 (3)	59,786	I	By Trust <u>(1)</u>

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Common Stock	03/09/2016	S	4,942	D	\$ 52.5525 (4)	54,844	I	By Trust (1)
Common Stock						11,500 (2)	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21.42	03/09/2016		M	3,000	01/07/2011	01/07/2018	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 31.1	03/09/2016		M	3,000	01/06/2012	01/06/2019	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 29.29	03/09/2016		M	8,668	01/05/2013	01/05/2020	Common Stock	8,668
Employee Stock Option (right to buy)	\$ 35.62	03/09/2016		M	8,700	03/07/2014	03/07/2021	Common Stock	8,700

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

03/11/2016

__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.

(2) Shares of restricted stock subject to forfeiture.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.49 to \$52.80, inclusive. The reporting person undertakes to provide to CAKE Corporation, any security holder of CAKE Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.49 to \$52.61, inclusive. The reporting person undertakes to provide to CAKE Corporation, any security holder of CAKE Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4

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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