

DEVOS RONALD G
Form 4
November 17, 2004

FORM 4

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

OMB APPROVAL

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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 *
DEVOS RONALD G

(Last) (First) (Middle)

NATHAN'S FAMOUS, INC., 1400
OLD COUNTRY ROAD

(Street)

WESTBURY, NY 11590

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NATHANS FAMOUS INC [NATH]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP-Finance, CFO & Sec.

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2004		M		8,225	A	\$ 4.81
					8,225		
Common Stock	11/15/2004		S		8,225	D	\$ 6.65
					0		
Common Stock	11/16/2004		M		1,775	A	\$ 4.81
					1,775		
Common Stock	11/16/2004		M		12,500	A	\$ 3.2
					14,275		
Common Stock	11/16/2004		S		8,000	D	\$ 6.701
					6,275		

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Common Stock 11/16/2004 S 6,275 D \$ 6.7 0 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
1992 Stock Option Plan (Right to Buy)	\$ 4.81	11/15/2004		M	8,225	01/04/1999 01/03/2005	Common Stock 8,225
1992 Stock Option Plan (Right to Buy)	\$ 4.81	11/16/2004		M	1,775	01/04/1999 01/03/2005	Common Stock 1,775
2001 Stock Option Plan (Right to Buy)	\$ 3.2	11/16/2004		M	12,500	10/31/2004 10/30/2006	Common Stock 12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DEVOS RONALD G
NATHAN'S FAMOUS, INC.
1400 OLD COUNTRY ROAD
WESTBURY, NY 11590

VP-Finance,
CFO & Sec.

Signatures

/s/ Ronald
DeVos

11/17/2004

**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) Does not include options to purchase 15,000 shares under the 2001 Stock Option Plan, 50,000 shares under the 1998 Stock Option Plan and 17,500 shares under the 1992 Stock Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.