

FAMOUS DAVES OF AMERICA INC

Form 4

May 02, 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 *
GORONKIN DAVID

2. Issuer Name and Ticker or Trading Symbol
FAMOUS DAVES OF AMERICA INC [DAVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2005

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

8091 WALLACE DRIVE

(Street)

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

Chief Executive Officer

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$.01 par value	05/02/2005		P		500 A \$ 11.04	30,100	D
Common Stock, \$.01 par value	05/02/2005		P		70 A \$ 11.03	30,170	D
Common Stock, \$.01 par value	05/02/2005		P		1,359 A \$ 11.05	31,529	D
Common Stock, \$.01	05/02/2005		P		100 A \$ 10.85	31,629	D

par value

Common Stock, \$.01 par value	05/02/2005	P	630	A	\$ 10.84	32,259	D
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Common Stock, \$.01 par value	05/02/2005	P	300	A	\$ 10.88	32,559	D
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Common Stock, \$.01 par value	05/02/2005	P	41	A	\$ 10.83	32,600	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. F...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽¹⁾	\$ 4.1					<u>(2)</u> 08/11/2014	Common Stock, \$.01 par value	200,000	
Employee Stock Option ⁽¹⁾	\$ 6.15					<u>(3)</u> 02/18/2014	Common Stock, \$.01 par value	62,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chief Executive Officer	

GORONKIN DAVID
8091 WALLACE DRIVE
EDEN PRAIRIE, MN 55344

Signatures

/s/ Diana Purcel, as
attorney-in-fact

05/02/2005

__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).
- (1) Pursuant to Rule 16b-3 (right to buy).
 - (2) Option vests as follows: 66,667 shares on 8/11/04 (4,500 of which was exercised on 3/14/05), 66,667 on 8/11/05, and 66,666 shares on 8/11/06.
 - (3) 15,500 shares each vest on 2/18/05, 2/18/06, 2/18/07 and 2/18/08.

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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