

CHEESECAKE FACTORY INC
Form 4
March 11, 2016

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)
03/09/2016

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify 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)
 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	(D)	Price		
Common Stock	03/09/2016		M		3,000	A	\$ 21.42	61,344 I	By Trust (1)
Common Stock	03/09/2016		M		3,000	A	\$ 31.1	64,344 I	By Trust (1)
Common Stock	03/09/2016		M		8,668	A	\$ 29.29	73,012 I	By Trust (1)
Common Stock	03/09/2016		M		8,700	A	\$ 35.62	81,712 I	By Trust (1)
Common Stock	03/09/2016		S		21,926	D	\$ 52.6655	59,786 I	By Trust (1)
							(3)		

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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 (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)	Amount or Number of Shares	
				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. 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.