

ZURZOLO DEBBY R

Form 4

November 21, 2012

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 *
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)
11/19/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec VP, Gen Counsel & Secy

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)
Common Stock	11/19/2012		M	3,000 A	\$ 29.36 20,124	I	By Trust (1)
Common Stock	11/19/2012		S	400 D	\$ 33.89 19,724	I	By Trust (1)
Common Stock	11/19/2012		S	1,300 D	\$ 33.88 18,424	I	By Trust (1)
Common Stock	11/19/2012		S	200 D	\$ 33.85 18,224	I	By Trust (1)
Common Stock	11/19/2012		S	300 D	\$ 33.86 17,924	I	By Trust (1)

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Common Stock	11/19/2012	S	800	D	\$ 33.87	17,124	I	By Trust (1)
Common Stock	11/20/2012	M	4,000	A	\$ 29.36	21,124	I	By Trust (1)
Common Stock	11/20/2012	S	2,000	D	\$ 34.01	19,124	I	By Trust (1)
Common Stock	11/20/2012	S	2,000	D	\$ 34.135	17,124	I	By Trust (1)
Common Stock						26,000	D	
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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(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)	8. Amount or Number of Shares
Options to purchase common stock	\$ 29.36	11/19/2012		M	3,000	12/31/2004 12/31/2013	Common Stock	3,000
Options to purchase common stock	\$ 29.36	11/20/2012		M	4,000	12/31/2004 12/31/2013	Common Stock	4,000

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 11/21/2012

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

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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