NORBITZ WAYNE

Form 4

February 28, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

0.5

Form 5 obligations may continue.

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

response...

Expires:

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *			d Ticker or Trading	5. Relationship of Reporting Person(s) to			
NORBITZ WAYNE		or realise and	u ficker of fraumg	Issuer			
	•	ANS FAI	MOUS INC [NATH]	(Checl	k all applicable	e)	
(First) (1	Middle) 3. Date of	of Earliest T	ransaction		**		
	` ·	•		below)	below)		
(Street)	4. If Am	endment, D	ate Original	6. Individual or Jo	int/Group Filir	ng(Check	
NY 11753	Filed(Mo	onth/Day/Yea	ur)	Form filed by M			
				1 CISOII			
(State)	(Zip) Tab	ole I - Non-	Derivative Securities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	* '	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	WAYNE (First) (I) S FAMOUS, INC PLAZA (Street) NY 11753 (State) 2. Transaction Date	WAYNE Symbol NATH (First) (Middle) 3. Date of (Month/S) FAMOUS, INC., ONE 02/26/2 PLAZA (Street) 4. If Am Filed(Month/S) Filed(Month/S) (State) (Zip) Table 2. Transaction Date (Month/Day/Year) Execution Date, if any	WAYNE Symbol NATHANS FAI (First) (Middle) 3. Date of Earliest T (Month/Day/Year) S FAMOUS, INC., ONE PLAZA (Street) 4. If Amendment, D Filed(Month/Day/Yea NY 11753 (State) (Zip) Table I - Non- 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if Transaction any Code	Symbol NATHANS FAMOUS INC [NATH] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) S FAMOUS, INC., ONE 02/26/2013 PLAZA (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) NY 11753 (State) (Zip) Table I - Non-Derivative Securities Acquired (A (Month/Day/Year) Execution Date, if Transactior Disposed of (D) (Code (Instr. 3, 4 and 5)	WAYNE Symbol NATHANS FAMOUS INC [NATH] (Check (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) S FAMOUS, INC., ONE PLAZA (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) _X_ Form filed by C Form filed by M Person (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) Execution Date, if Transactiom Disposed of (D) (Month/Day/Year) Execution Date, if Transactiom Disposed of (D) any Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) (Instr. 8)	WAYNE Symbol NATHANS FAMOUS INC [NATH] (Check all applicable (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) S FAMOUS, INC., ONE PLAZA (Street) 4. If Amendment, Date Original (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) General Attact of Table I - Nath and Instance of Table I - Nath	

						-			~
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)	ansaction Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	02/26/2013		S	1,000	D	\$ 36.2679 (1)	48,947	D	
Common Stock	02/27/2013		S	400	D	\$ 36.6805 (2)	48,547	D	
Common Stock	02/27/2013		S	100	D	\$ 37.6	48,447	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Edgar Filing: NORBITZ WAYNE - Form 4

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	T:41-	or Name land		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and the same and the s	Director	10% Owner	Officer	Other			
NORBITZ WAYNE							
NATHAN'S FAMOUS, INC.	X		President				
ONE JERICHO PLAZA	Λ		President				
JERICHO, NY 11753							

Signatures

By: /s/ Ronald G. DeVos as Attorney-in-Fact for Wayne
Norbitz

02/28/2013

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36 to \$36.41. The Reporting Person undertakes to provide to the Issuer, any stockholder or 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 herein in footnotes 1 and 2.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.32 to \$37.05.

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.

Reporting Owners 2