

NATHANS FAMOUS INC

Form 4

March 10, 2015

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DEVOS RONALD G**

(Last) (First) (Middle)

**NATHAN'S FAMOUS, INC., ONE  
JERICHO PLAZA**

(Street)

**JERICHO, NY US 11753**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/06/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP-Fin, CFO and Secy

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   | Code                                    | V   | Amount<br>(1)<br>or<br>(D)<br>Price  |  |   |
| Common<br>Stock                       | 03/06/2015                              |   | M                                       |   | 7,500<br>(1)<br>A<br>\$<br>13.08   | 26,500   | D                                       |
| Common<br>Stock                       | 03/06/2015                              |   | F                                       |   | 3,680<br>(2)<br>D<br>\$<br>73.21   | 22,820   | D                                       |
| Common<br>Stock                       | 03/06/2015                              |   | M                                       |   | 9,375<br>(3)<br>A<br>\$<br>17.75   | 32,195   | D                                       |
| Common<br>Stock                       | 03/06/2015                              |   | F                                       |   | 4,887<br>(2)<br>D<br>\$<br>73.21   | 27,308   | D                                       |

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)     | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| 2002<br>Stock<br>Option<br>Plan<br>(Right to<br>Buy)    | \$ 13.08   | 03/06/2015                              |   | M                                    | 7,500   | <u>(4)</u> 06/13/2016  | Common<br>Stock   | 7,500                                     |
| 2010<br>Stock<br>Incentive<br>Plan<br>(Right to<br>Buy) | \$ 17.75   | 03/06/2015                              |   | M                                    | 9,375   | <u>(5)</u> 06/05/2016  | Common<br>Stock   | 9,375                                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| DEVOS RONALD G<br>NATHAN'S FAMOUS, INC.<br>ONE JERICHO PLAZA<br>JERICHO, NY US 11753 | VP-Fin, CFO and Secy             |

## Signatures

/s/ Ronald G.  
DeVos 03/10/2015

\_\_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) These shares were acquired through the exercise of stock options granted on June 14, 2006 pursuant to the Issuer's 2002 Stock Incentive Plan.
- (2) Transaction represents withholding of shares based on a net exercise to satisfy tax withholding obligation and exercise cost.
- (3) These shares were acquired through the exercise of stock options granted on June 6, 2011 pursuant to the Issuer's 2010 Stock Incentive Plan.
- (4) Options vested 20% on each of the first through fifth anniversaries of June 14, 2006, the grant date.
- (5) Options vested 25% on each of the first through fourth anniversaries of June 6, 2011, the grant date.

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.