Zirkman Joseph A Form 4 August 07, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION							
Washington, D.C. 20549							

OMB 3235-0287 Number:

2005

0.5

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires:

> Estimated average burden hours per

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

response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Zirkman Joseph A

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Fiesta Restaurant Group, Inc. [FRGI]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

C/O FIESTA RESTAURANT GROUP, INC., 968 JAMES

(Month/Day/Year) 08/03/2012

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

VP, Gen Counsel and Secretary

STREET

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SYRACUSE, NY 13203

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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
				(A)	Reported Transaction(s)	

Fransaction(s)

(Instr. 3 and 4)

or Code V Amount (D) Price

Common

Stock, 08/03/2012 \$0.01 par value

\$0 9.000 Α (1)

120,369

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)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Zirkman Joseph A C/O FIESTA RESTAURANT GROUP, INC. 968 JAMES STREET SYRACUSE, NY 13203

VP, Gen Counsel and Secretary

Signatures

/s/ Joseph A. 08/07/2012 Zirkman

**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).

The Shares were granted to the Reporting Person pursuant to the Issuer's 2012 Stock Incentive Plan and subject to restrictions on transfer. The stock award reported herein shall vest (and the restrictions shall lapse) as follows: (i) one-fourth (1/4) of the Shares reported herein shall vest (and the restrictions shall lapse) on August 3, 2013 and (ii) an additional one-fourth (1/4) of the Shares reported herein shall vest (and the restrictions shall lapse) on each of August 3, 2014, August 3, 2015 and August 3, 2016, provided that the Reporting Person has continuously remained a director of the Issuer. Any unvested shares underlying the stock award reported herein will be immediately forfeited upon the Reporting Person ceasing to be a director. The stock award reported herein is not transferable unless vested.

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.

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