

MAIN STREET RESTAURANT GROUP, INC.

Form 15-12G

June 30, 2006

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE
REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number **000-18668**

Main Street Restaurant Group, Inc.

(Exact name of registrant as specified in its charter)

5050 N. 40th Street, Suite 200

Phoenix, AZ 85016

(602) 852-9000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.001 par value per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	☒ R	Rule 12h-3(b)(1)(i)	☒ R
Rule 12g-4(a)(1)(ii)	☐ £	Rule 12h-3(b)(1)(ii)	☐ £
Rule 12g-4(a)(2)(i)	☐ £	Rule 12h-3(b)(2)(i)	☐ £
Rule 12g-4(a)(2)(ii)	☐ £	Rule 12h-3(b)(2)(ii)	☐ £
		Rule 15d-6	☐ £

Approximate number of holders of record as of the certification or notice date: **1**

Pursuant to the requirements of the Securities Exchange Act of 1934, Main Street Restaurant Group, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: June 30, 2006

By: /s/ Bradford L. Honigfeld

Bradford L. Honigfeld, President