

Gordon David M
Form 3
February 22, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Gordon David M

(Last) (First) (Middle)

C/O THE CHEESECAKE
FACTORY INC.,Â 26901
MALIBU HILLS DRIVE

(Street)

CALABASAS
HILLS,Â CAÂ 91301

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/18/2013

3. Issuer Name **and** Ticker or Trading Symbol

CHEESECAKE FACTORY INC [CAKE]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

President

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 Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common stock

3,310

D

Â

Common stock

19,400 ⁽¹⁾

D

Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â <u>(2)</u>	11/22/2014	Common Stock	60,000	\$ 31.7733	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	01/20/2016	Common Stock	8,000	\$ 35.84	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	01/04/2017	Common Stock	8,000	\$ 25.1	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	01/03/2018	Common Stock	2,000	\$ 21.17	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	07/03/2018	Common Stock	8,000	\$ 15.33	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	02/05/2017	Common Stock	9,000	\$ 9.2	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	02/05/2017	Common Stock	4,000	\$ 9.2	D	Â
Employee Stock Option (right to buy)	Â <u>(9)</u>	03/04/2018	Common Stock	6,000	\$ 24.69	D	Â
Employee Stock Option (right to buy)	Â <u>(10)</u>	01/06/2019	Common Stock	15,000	\$ 31.1	D	Â
Employee Stock Option (right to buy)	Â <u>(11)</u>	01/05/2020	Common Stock	18,500	\$ 29.29	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gordon David M C/O THE CHEESECAKE FACTORY INC. 26901 MALIBU HILLS DRIVE CALABASAS HILLS, CA 91301	Â	Â	Â President	Â

Signatures

David M.
Gordon 02/22/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares of restricted stock subject to forfeiture. 1,400 shares vest 7/3/2013; 1,000 shares vest 2/5/2014; 3,000 shares vest 50% on each of 2/5/14 and 2/5/15; 6,500 shares vest 60% on 1/6/14 and 20% on each of 1/6/15 and 1/6/16; 7,500 shares vest 60% on 1/5/15 and 20% on each of 1/5/16 and 1/5/17.
- (2) The option is exercisable in five equal annual installments. The first installment became exercisable 11/22/05, and the next four installments became exercisable on each of 11/22/06, 11/22/07, 11/22/08 and 11/22/09.
- (3) The option is exercisable in five equal annual installments. The first installment became exercisable 01/20/07, and the next four installments became exercisable on each of 01/20/08, 01/20/09, 01/20/10 and 01/20/11.
- (4) The option is exercisable in five equal annual installments. The first installment became exercisable 01/04/08, and the next four installments became exercisable on each of 01/04/09, 01/04/10, 01/04/11 and 01/04/12.
- (5) The option is exercisable in five equal annual installments. The first installment became exercisable 01/03/09, and the next four installments became exercisable on each of 01/03/10, 01/03/11, 01/03/12 and 01/03/13.
- (6) The option is exercisable in five equal annual installments. The first four installments became exercisable on each of 07/03/09 07/03/10, 07/03/11 and 07/03/12. The fifth installment becomes exercisable on 07/03/13.
- (7) The option is exercisable in five equal annual installments beginning on the second anniversary of the grant date. The first three installments became exercisable 02/05/11, 02/05/12 and 02/05/13. The next two installments become exercisable on 02/05/14 and 02/05/15.
- (8) The option is exercisable in five equal annual installments. The first four installments became exercisable 02/05/10, 02/05/11, 02/05/12 and 02/05/13. The fifth installment becomes exercisable on 02/05/14.
- (9) The option is exercisable in five equal annual installments. The first two installments became exercisable 03/04/11 and 03/04/12, and the next three installments become exercisable on each of 03/04/13, 03/04/14 and 03/04/15.
- (10) The option is exercisable in five equal annual installments. The first two installments became exercisable on each of 01/06/12 and 01/06/13. The next three installments become exercisable on each of 01/06/14, 01/06/15 and 01/06/16.
- (11) The option is exercisable in five equal annual installments. The first installment became exercisable on 01/05/13, and the next four installments become exercisable on each of 01/05/14, 01/05/15, 01/05/16 and 01/05/17.

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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