

CHEESECAKE FACTORY INC

Form 4

March 07, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OVERTON DAVID

(Last) (First) (Middle)

26901 MALIBU HILLS ROAD

(Street)

CALABASAS HILLS, CA 91301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**CHEESECAKE FACTORY INC
[CAKE]**3. Date of Earliest Transaction
(Month/Day/Year)
03/06/20144. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman and C.E.O.6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2014		A	Amount 37,000 (1)	A \$ 0 139,000 (2)	D	
Common Stock					3,113,703	I	By Trust (3)
Common Stock					183,950	I	By Trust (4)
Common Stock					60,211	I	By Trust (5)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 48.19	03/06/2014		A		145,000		<u>(6)</u>	03/06/2022	Common Stock	145,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVERTON DAVID 26901 MALIBU HILLS ROAD CALABASAS HILLS, CA 91301	X		Chairman and C.E.O.	

Signatures

David M.
Overton
03/07/2014

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).
- Shares of restricted stock subject to the following vesting conditions: Performance condition based on the Issuer's cumulative
- (1) fully-diluted earnings per share of (i) a combined target for fiscal 2014 and 2015, or (ii) a combined target for 2014, 2015 and 2016, whichever occurs first, then time-based vesting at a rate of 60% of the shares on 3/6/2017 and 20% on each of 3/6/2018 and 3/6/2019.
 - (2) Shares of restricted stock subject to forfeiture.
 - (3) Shares held by the David M. Overton Family Trust of which Mr. Overton is trustee.
 - (4) Shares are held by the David M. Overton 2011 Gift Trust UTA dated 11/23/2011 for the benefit of the reporting person's son. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities.

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- (5) Shares held by Mr. Overton's spouse as trustee for the Sheila A. Overton Living Trust. The reporting person disclaims beneficial ownership of these securities.
- (6) Vests as to 20% of the options on each of 3/6/2015, 2016, 2017, 2018 and 2019. Vesting may accelerate upon a change of control under certain conditions.

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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