Edgar Filing: POTBELLY CORP - Form 4

| Form 4 | CORP | | | | | | | | | |
|--|---|---------------------|--|-----------------|------------------------------|---|---|--|----------|--|
| December 16 | . 2014 | | | | | | | | | |
| | | | | | | | OMB APPROVAL | | | |
| Washington, D.C. 20549 | | | | | | COMMISSION | OMB Number: | 3235-0287 | | |
| Check this if no long subject to Section 10 | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | Expires: January 20 Estimated average burden hours per | | | |
| Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities E Section 17(a) of the Public Utility Holding Compan 30(h) of the Investment Company Ac | | | | | npany | y Act of | 1935 or Section | response | 0.5 | |
| (Print or Type R | esponses) | | | | | | | | | |
| KEIL BRYANT L Symbol | | | er Name and Ticker or Trading ELLY CORP [PBPB] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) C/O POTBE CORPORAT MERCHAN 23RD FLOO | LLY FION, 222 DISE MART PL | (Month/I 12/12/2 | f Earliest Tr Day/Year) 014 | ransaction | | | X Director | | Owner | |
| | | | ndment, Date Original nth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| CHICAGO, | IL 60654 | | | | | | Form filed by M Person | | | |
| (City) | (State) | (Zip) Tab | le I - Non-D | Derivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | 3. Transactio Code (Instr. 8) | (Instr. 3, | ispose 4 and (A) or | d of (D) 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) | | |
| Common Stock | 12/12/2014 | | S S | Amount 6,198 | (D) D | Price \$ 11.98 (1) | 571,269 | D | | |

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

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr |
|---|---|---|---------------------------------------|---|---------------------|--------------------|-------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | | Relationships | | | | | | |
|--|------------|-----------|---------------|------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Othe | | | | | |
| KEIL BRYANT L C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654 | | | | | | | | | |
| Signatures | | | | | | | | | |
| /s/Matthew J. Revord, Attorney-in-fact | 12/15/2014 | | | | | | | | |
| **Signature of Reporting Person | Date | | | | | | | | |
| Fundamentian of Deense | | | | | | | | | |

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 of Common Stock sold by the Reporting Person and reported herein were sold at prices that ranged from \$11.85 to \$12.17 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent. Upon the request of the SEC staff, the Issuer or a securityholder, the Reporting Person undertakes to provide information regarding the number of shares sold at each separate price.

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.

(1)