

CHEESECAKE FACTORY INC

Form 4

April 28, 2015

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

Check this box  
if no longer  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**OVERTON DAVID**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**CHEESECAKE FACTORY INC**  
**[CAKE]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**26901 MALIBU HILLS ROAD**

(Street)

**CALABASAS HILLS, CA 91301**

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/27/2015**

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

☐ 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	04/27/2015		M	100,000 A	\$ 25.1 2,981,872	I	By Trust (1)
Common Stock	04/27/2015		S	100,000 D	\$ 52.7679 2,881,872	I	By Trust (1)
Common Stock	04/28/2015		M	50,000 A	\$ 25.1 2,931,872	I	By Trust (1)
Common Stock	04/28/2015		S	50,000 D	\$ 52.8215 2,881,872	I	By Trust (1)
					183,950	I	

# Edgar Filing: CHEESECAKE FACTORY INC - Form 4

Common Stock				By Trust (3)
Common Stock	60,211	I		By Trust (4)
Common Stock	141,000 (5)	D		

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	\$ 25.1	04/27/2015		M		100,000		01/04/2008	01/04/2017	Common Stock	100,000
Employee Stock Option (right to buy)	\$ 25.1	04/28/2015		M		50,000		01/04/2008	01/04/2017	Common Stock	50,000

## 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 Overton by Cheryl Slomann, his attorney  
in fact

04/28/2015

\_\_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).

(1) Shares held by the David M. Overton Family Trust of which Mr. Overton is trustee.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.29 to \$53.10, inclusive. The reporting person undertakes to provide to CAKE Corporation, any security holder of CAKE Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) Shares 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.

(4) 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.

(5) Shares of restricted stock subject to forfeiture.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$52.50 to \$53.03, inclusive. The reporting person undertakes to provide to CAKE Corporation, any security holder of CAKE Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

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.