

FAMOUS DAVES OF AMERICA INC

Form 4

January 17, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gilbert John F III

2. Issuer Name and Ticker or Trading Symbol
FAMOUS DAVES OF AMERICA INC [DAVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O FAMOUS DAVE'S OF AMERICA, INC., 12701 WHITEWATER DRIVE, SUITE 200

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MINNETONKA, MN 55343

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$.01 par value	01/15/2014		F		585 ⁽¹⁾ \$ 18.3	D	
Common Stock \$.01 par value	01/15/2014		A		4,348 ⁽²⁾ \$ 0	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)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gilbert John F III C/O FAMOUS DAVE'S OF AMERICA, INC. 12701 WHITEWATER DRIVE, SUITE 200 MINNETONKA, MN 55343	X		Chief Executive Officer	

Signatures

/s/ Paul Zicarelli as attorney-in-fact for John F. Gilbert III 01/17/2014

__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 forfeited to the Issuer upon vesting of restricted stock to cover applicable federal and state withholding obligations under IRC sections 3101 and 3402, sections 31.3121(a)-1(e) and 31.3401-1(a)(4) of the Treasury Regulations, and MN Stat 290.92 and MN Admin Rule 8092.0700.
- (1) Represents a restricted stock grant with transfer and forfeiture restrictions on the shares that lapse as follows: 870 shares on each of 12/31/2014, 12/31/2015, 12/31/2016 and 12/31/2017; and 868 shares on 12/31/2018.
- (2) In addition to the present grant, includes (i) a restricted stock grant subject to remaining restrictions that lapse as to 3,000 shares on each of 8/2/2014, 8/2/2015 and 8/2/2016; (ii) a restricted stock grant subject to remaining restrictions that lapse in 4 equal annual installments of 30,000 shares each beginning on 10/8/2014; and (iii) a restricted stock grant subject to remaining restrictions that lapse in 4 equal annual installments of 1,741 shares each beginning on 12/31/2014.

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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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