Martinez Hernan R Form 3 December 14, 2004

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 *

A Martinez Hernan R

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

12/14/2004

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Great Wolf Resorts, Inc. [NONE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Executive Vice President

5. If Amendment, Date Original

Filed(Month/Day/Year)

122 WEST WASHINGTON **AVENUE**

(Street)

Director

_X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

MADISON, WIÂ 53703

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Direct (D) or Indirect (I)

(Instr. 5)

Ownership

(Instr. 5)

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

SEC 1473 (7-02)

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.

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 3. Title and Amount of Date

(Month/Day/Year)

Securities Underlying Derivative Security (Instr. 4) Title

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

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

Date Exercisable Expiration Date

Amount or Number of Shares

Security

Direct (D) or Indirect (I)

1

(Instr. 5)

 $LLC\ Interests\ \underline{^{(1)}}\qquad \qquad 12/20/2004\underline{^{(1)}}\quad 12/20/2004\underline{^{(1)}}\quad \begin{array}{c} Common\\ Stock\ \underline{^{(1)}} \end{array} \qquad 4,379\ \underline{^{(1)}}\quad \$\ 1\ \underline{^{(1)}} \end{array} \qquad \qquad D\qquad \hat{A}$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Martinez Hernan R

122 WEST WASHINGTON AVENUE Â Â Ê Executive Vice President Â

MADISON, WIÂ 53703

Signatures

Reporting Person

Hernan R.

Martinez

**Signature of 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) Represents LLC interests in LLC's holding real estate to be rolled-up into Issuer in exchange for common stock at the closing of the initial public offering which is expected on December 20, 2004.

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.

Reporting Owners 2