

RIESEN DEAN A  
Form 4  
May 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
RIESEN DEAN A

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)

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

RIMROCK CAPITAL PARTNERS, LLC, 3333 E. CAMELBACK ROAD, SUITE 253

05/09/2006

(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

PHOENIX, AZ 85018

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock, \$.01 par value   | 05/09/2006                           |  | A                              | 3,800 A \$ 0  | 83,800  | D  |                                   |

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

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SEC 1474 (9-02)

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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 or Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Director Stock Option <u>(1)</u>           | \$ 4.16  |                                      |  |                                |   | 06/13/2004 06/13/2013                                    | Common Stock, \$01 par value                                  | 5,000  |
| Director Stock Option <u>(1)</u>           | \$ 6   |                                      |  |                                |   | <u>(2)</u> 08/29/2013                                    | Common Stock, \$01 par value                                  | 25,000   |
| Director Stock Option <u>(1)</u>           | \$ 6.72  |                                      |  |                                |   | 05/14/2005 05/14/2014                                    | Common Stock, \$01 par value                                  | 5,000  |
| Director Stock Option <u>(1)</u>           | \$ 10.98   |                                      |  |                                |   | 05/13/2006 05/13/2015                                    | Common Stock, \$01 par value                                  | 5,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| RIESEN DEAN A<br>RIMROCK CAPITAL PARTNERS, LLC<br>3333 E. CAMELBACK ROAD, SUITE 253<br>PHOENIX, AZ 85018 | X             |           |         |       |

## Signatures

/s/ Diana Purcel, as attorney-in-fact for Dean A. Riesen  
Date: 05/09/2006

\_\_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) Pursuant to Rule 16b-3 (right to buy).
  - (2) 6,250 shares each vest on 8/29/04, 8/29/05 and 8/29/06.

### Remarks:

Exhibit 24.1 Power of Attorney incorporated by reference to Exhibit 24.1 attached to the Reporting Person's Form 4 dated May

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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