

NATHANS FAMOUS INC
 Form 4
 May 12, 2016

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 *
GENSON BRIAN S

2. Issuer Name and Ticker or Trading Symbol
NATHANS FAMOUS INC [NATH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6000 ISLAND BLVD.
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/11/2016

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

AVENTURA, FL 33160
 (City) (State) (Zip)

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

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	05/11/2016			M	3,787 ⁽¹⁾ A \$ 11.72	27,105	D
Common Stock	05/11/2016			F	991 ⁽²⁾ D \$ 44.78	26,114	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)

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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. Amount or Number of Shares
2010 Stock Incentive Plan (Right to Buy)	\$ 11.72	05/11/2016		M	3,787	(3) 06/05/2016	Common Stock	3,787

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENSON BRIAN S 6000 ISLAND BLVD. AVENTURA, FL 33160		X		

Signatures

/s/ Brian Genson 05/12/2016
 **Signature of Date
 Reporting Person

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) These shares were acquired through the exercise of stock options granted on June 6, 2011 pursuant to the Issuer's 2010 Stock Incentive Plan.
- (2) Transaction represents withholding of shares based on a net exercise to satisfy exercise cost.
 These options to purchase shares replaced options to purchase 2,500 shares at an exercise price of \$17.75, in connection with the special cash dividend of the Issuer and pursuant to Article IV(e) of the Issuer's 2010 Stock Incentive Plan, under which the Issuer's Compensation Committee has the authority to make appropriate provisions upon the Issuer's declaration of a special cash dividend. The original options vested 25% on each of the first through fourth anniversaries of June 6, 2011, the original grant date, and these replacement options have the same vesting terms and expiration date as the original grant.

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.