#### Edgar Filing: DUDLEY EDWARD L - Form 4

DUDLEY E	DWARD L										
Form 4											
February 25,	2005										
FORM									OMB A	PPROVAL	
	UNITED S	TATES		hington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5	Ger <b>STATEM</b> 6. r	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5	
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	) of the 1		ility Hold	ing Com	ipany	Act of	f 1935 or Section	n		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> DUDLEY EDWARD L			2. Issuer Name <b>and</b> Ticker or Trading Symbol ROCKY MOUNTAIN CHOCOLATE FACTORY INC [RMCF]					5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable) Director 10% Owner			
(Last)	(First) (M	iddle)	3. Date of Earliest Transaction $$				Officer (give below)	titleOthe	er (specify		
265 TURNER DRIVE			(Month/Day/Year) 02/24/2005					VP Sales & Marketing			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
DURANGC	), CO 81303							Form filed by M Person			
(City)	(State) (A	Zip)	Table	e I - Non-Do	erivative S	Securi	ties Acc	quired, Disposed of	, or Beneficial	ly Owned	
(Instr. 3) any		Execution any	med 3. 4. Secu n Date, if Transaction(A) or Code (D) Day/Year) (Instr. 8) (Instr.			spose	d of	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common	02/24/2005	02/24/2	2005	А	9,240	А	\$ 2.54	23,993	D		
Common	02/24/2005	02/24/2	2005	А	2,100	А	\$ 2.22	26,093	D		
Common	02/24/2005	02/24/2	2005	А	7,560	А	\$ 2.14	33,653	D		

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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# displays a currently valid OMB control number.

## 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. Transactic Code (Instr. 8)	5. Number on f 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 Securities8(Instr. 3 and 4)5(Instr. 5 and 4)6	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 2.54	02/24/2005	02/24/2005	М	9,240	01/13/1998	01/13/2007	Common	9,240
Options	\$ 2.22	02/24/2005	02/24/2005	М	2,100	12/02/2002	12/27/2009	Common	2,100
Options	\$ 2.14	02/24/2005	02/24/2005	М	7,560	03/01/2002	03/01/2011	Common	7,560

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
DUDLEY EDWARD L 265 TURNER DRIVE DURANGO, CO 81303			VP Sales & Marketing				

## Signatures

Edward L. 02/25/2005 Dudley

### **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).

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.