

NORBITZ WAYNE
Form 4
August 17, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
NORBITZ WAYNE

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)
NATHAN'S FAMOUS, INC., 1400
OLD COUNTRY ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2009

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

(Street)
WESTBURY, NY US 11590

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)
				(A) or (D)	Price		
Common Stock	08/13/2009		S	439	D	\$ 13.45	115,161 ⁽¹⁾ D
Common Stock	08/13/2009		S	100	D	\$ 13.47	115,061 ⁽¹⁾ D
Common Stock	08/13/2009		S	200	D	\$ 13.48	114,861 ⁽¹⁾ D
Common Stock	08/13/2009		S	600	D	\$ 13.49	114,261 ⁽¹⁾ D
Common Stock	08/13/2009		S	300	D	\$ 13.5	113,961 ⁽¹⁾ D

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Common Stock	08/13/2009	S	300	D	\$ 13.53	113,661 ⁽¹⁾	D
Common Stock	08/13/2009	S	100	D	\$ 13.54	113,561 ⁽¹⁾	D
Common Stock	08/13/2009	S	200	D	\$ 13.55	113,361 ⁽¹⁾	D
Common Stock	08/13/2009	S	100	D	\$ 13.6	113,261 ⁽¹⁾	D
Common Stock	08/14/2009	S	661	D	\$ 13.45	112,600 ⁽¹⁾	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)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2001 Stock Option Plan	(2)					(2)	(2)	Common Stock	30,000
2002 Stock Incentive Plan	(2)					(2)	(2)	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

NORBITZ WAYNE
NATHAN'S FAMOUS, INC.
1400 OLD COUNTRY ROAD
WESTBURY, NY US 11590

X

President

Signatures

/s/ Wayne
Norbitz

08/17/2009

__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) Includes 3,000 shares held in the estates of Mr. Norbitz's parents, for which he serves as executor.

(2) Options have various exercise prices, vesting dates and expiration dates.

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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