

ZURZOLO DEBBY R
Form 4
January 07, 2010

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 *
ZURZOLO DEBBY R

2. Issuer Name and Ticker or Trading Symbol
CHEESECAKE FACTORY INC
[CAKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP, Gen Counsel & Secy

26901 MALIBU HILLS ROAD

(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

CALABASAS HILLS, CA 91301

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common stock | 01/05/2010 | | S | | 200 <u>(1)</u> D \$ 21.72 | D | |
| Common stock | 01/05/2010 | | S | | 300 <u>(1)</u> D \$ 21.73 | D | |
| Common stock | 01/05/2010 | | S | | 500 <u>(1)</u> D \$ 21.7562 | D | |
| Common stock | 01/05/2010 | | S | | 152 <u>(1)</u> D \$ 21.77 | D | |
| Common stock | 01/05/2010 | | S | | 500 <u>(1)</u> D \$ 21.7725 | D | |

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| | | | | | | | | |
|--------------|------------|---|------------------|---|------------|-------------------|---|---------------------|
| Common stock | 01/05/2010 | S | 500 <u>(1)</u> | D | \$ 21.7731 | 17,848 | D | |
| Common stock | 01/05/2010 | S | 351 <u>(1)</u> | D | \$ 21.78 | 17,497 | D | |
| Common stock | 01/05/2010 | S | 15 <u>(1)</u> | D | \$ 21.793 | 17,482 | D | |
| Common stock | 01/05/2010 | S | 500 <u>(1)</u> | D | \$ 21.803 | 16,982 | D | |
| Common stock | 01/05/2010 | S | 100 <u>(1)</u> | D | \$ 21.8031 | 16,882 | D | |
| Common stock | 01/05/2010 | S | 500 <u>(1)</u> | D | \$ 21.649 | 16,382 | D | |
| Common stock | 01/05/2010 | S | 300 <u>(1)</u> | D | \$ 21.66 | 16,082 | D | |
| Common stock | 01/05/2010 | S | 1,000 <u>(1)</u> | D | \$ 21.7515 | 15,082 <u>(3)</u> | D | |
| Common stock | | | | | | 6,700 | I | By trust <u>(2)</u> |
| Common stock | | | | | | 757 | I | By SEP IRA |

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

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.

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(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) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZURZOLO DEBBY R 26901 MALIBU HILLS ROAD CALABASAS HILLS, CA 91301 | | | Exec VP, Gen Counsel & Secy | |

Signatures

Debby R.
Zurzolo

01/07/2010

__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) Sale of shares pursuant to 10b5-1 trading plan to satisfy tax withholding on vesting of restricted stock. Proceeds were tendered to the Company in satisfaction of tax withholding obligation.
- (2) Held by The Debby R. Chinski Living Trust of which reporting person is the trustee.
- (3) Includes 7500 shares of restricted stock which vest as to 60% of the shares on 2/5/12 and as to 20% of the shares on each of 2/5/13 and 2/5/14.

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.