

CHEESECAKE FACTORY INC

Form 4

August 23, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**OVERTON DAVID**

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)  
**08/21/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and C.E.O.**

**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                    | 08/21/2013                           |  | M                              |   | 62,196  | A  | \$ 32.32  |
| Common Stock                    | 08/21/2013                           |  | S                              |   | 1,200   | D  | \$ 43.27  |
| Common Stock                    | 08/21/2013                           |  | S                              |   | 5,625   | D  | \$ 43.25  |
| Common Stock                    | 08/21/2013                           |  | S                              |   | 200   | D  | \$ 43.23  |
| Common Stock                    | 08/21/2013                           |  | S                              |   | 850   | D  | \$ 43.22  |

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|              |            |   |        |   |          |           |   |
|--------------|------------|---|--------|---|----------|-----------|---|
| Common Stock | 08/21/2013 | S | 300    | D | \$ 43.21 | 174,021   | D |
| Common Stock | 08/21/2013 | S | 100    | D | \$ 43.2  | 173,921   | D |
| Common Stock | 08/21/2013 | S | 500    | D | \$ 43.19 | 173,421   | D |
| Common Stock | 08/21/2013 | S | 851    | D | \$ 43.18 | 172,570   | D |
| Common Stock | 08/21/2013 | S | 100    | D | \$ 43.17 | 172,470   | D |
| Common Stock | 08/21/2013 | S | 400    | D | \$ 43.16 | 172,070   | D |
| Common Stock | 08/21/2013 | S | 1,986  | D | \$ 43.15 | 170,084   | D |
| Common Stock | 08/21/2013 | S | 211    | D | \$ 43.14 | 169,873   | D |
| Common Stock | 08/21/2013 | S | 192    | D | \$ 43.12 | 169,681   | D |
| Common Stock | 08/21/2013 | S | 300    | D | \$ 43.11 | 169,381   | D |
| Common Stock | 08/21/2013 | S | 200    | D | \$ 43.1  | 169,181   | D |
| Common Stock | 08/21/2013 | S | 1,100  | D | \$ 43.08 | 168,081   | D |
| Common Stock | 08/21/2013 | S | 2,382  | D | \$ 43.07 | 165,699   | D |
| Common Stock | 08/21/2013 | S | 3,240  | D | \$ 43.06 | 162,459   | D |
| Common Stock | 08/21/2013 | S | 3,398  | D | \$ 43.05 | 1,159,061 | D |
| Common Stock | 08/21/2013 | S | 3,004  | D | \$ 43.04 | 156,057   | D |
| Common Stock | 08/21/2013 | S | 3,633  | D | \$ 43.03 | 152,424   | D |
| Common Stock | 08/21/2013 | S | 4,924  | D | \$ 43.02 | 147,500   | D |
| Common Stock | 08/21/2013 | S | 6,412  | D | \$ 43.01 | 141,088   | D |
| Common Stock | 08/21/2013 | S | 13,630 | D | \$ 43    | 127,458   | D |
|              | 08/21/2013 | S | 2,600  | D |          | 124,858   | D |

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|              |            |  |   |     |          |          |           |   |              |
|--------------|------------|--|---|-----|----------|----------|-----------|---|--------------|
| Common Stock |            |  |   |     | \$ 42.99 |          |           |   |              |
| Common Stock | 08/21/2013 |  | S | 964 | D        | \$ 42.98 | 123,894   | D |              |
| Common Stock |            |  |   |     |          |          | 3,102,605 | I | By Trust (1) |
| Common Stock |            |  |   |     |          |          | 183,950   | I | By Trust (2) |
| Common Stock |            |  |   |     |          |          | 60,211    | I | By Trust (3) |

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

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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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 32.32   | 08/21/2013                           |  | M                              | 62,196  | 01/03/2006   | 01/03/2015  | Common Stock | 62,196                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| OVERTON DAVID<br>26901 MALIBU HILLS ROAD<br>CALABASAS HILLS, CA 91301 | X             |           | Chairman and C.E.O. |       |

## Signatures

David Overton by Debby Zurzolo, his attorney  
in fact

08/22/2013

\_\_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) Shares are held by the David M. Overton Family Trust of which Mr. Overton is the trustee.
  - (2) Shares are held by the David M. Overton 2011 Gift Trust UTA dated 11/23/2011 for the benefit of the reporting person's son. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities.
  - (3) Shares held by Mr. Overton's spouse as trustee for the Sheila A. Overton Living Trust. The reporting person disclaims beneficial ownership of these securities.

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