

CHEESECAKE FACTORY INC  
 Form 4  
 November 21, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
**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)  
**26901 MALIBU HILLS ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/17/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec VP, Gen Counsel & Secy**

**CALABASAS HILLS, CA 91301**  
 (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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|
| Common Stock                    | 11/17/2016                           |  | M                              | 4,800   | A          | \$ 9.2 31,864   | I  | By Trust (1)  |
| Common Stock                    | 11/17/2016                           |  | S                              | 500   | D          | \$ 56.709 31,364  | I  | By Trust (1)  |
| Common Stock                    | 11/17/2016                           |  | S                              | 3,500   | D          | \$ 57 27,864  | I  | By Trust (1)  |
| Common Stock                    | 11/21/2016                           |  | S                              | 200   | D          | \$ 58.442 27,664  | I  | By Trust (1)  |
| Common Stock                    | 11/21/2016                           |  | S                              | 200   | D          | \$ 58.073 27,464  | I  | By Trust (1)  |

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|              |                       |   |            |
|--------------|-----------------------|---|------------|
| Common Stock | 12,600 <sup>(2)</sup> | D |            |
| Common Stock | 757                   | I | By SEP IRA |

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)

| 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |              |                            |
| Employee Stock Option (right to buy)       | \$ 9.2   | 11/17/2016                           |  | M                              | 4,800   | 02/05/2010   | 02/05/2017  | Common Stock | 4,800                      |

## Reporting Owners

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

## Signatures

Debby Zurzolo                      11/21/2016  
 \*\*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) Held by the Debby R. Chinski Living Trust of which the reporting person is trustee.

(2) Shares of restricted stock subject to forfeiture.

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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