

NORBITZ WAYNE
Form 4
August 13, 2009

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 *
NORBITZ WAYNE

(Last) (First) (Middle)

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

(Street)

WESTBURY, NY US 11590

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NATHANS FAMOUS INC [NATH]

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

08/11/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/11/2009 | | S | | 700 D \$ 13.7305 | 120,300 ⁽¹⁾ | D |
| Common Stock | 08/12/2009 | | S | | 200 D \$ 13.47 | 120,100 ⁽¹⁾ | D |
| Common Stock | 08/12/2009 | | S | | 3,000 D \$ 13.5 | 117,100 ⁽¹⁾ | D |
| Common Stock | 08/12/2009 | | S | | 61 D \$ 13.51 | 117,039 ⁽¹⁾ | D |
| Common Stock | 08/12/2009 | | S | | 100 D \$ 13.52 | 116,939 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|------------------------|---|
| Common Stock | 08/12/2009 | S | 100 | D | \$ 13.53 | 116,839 ⁽¹⁾ | D |
| Common Stock | 08/12/2009 | S | 61 | D | \$ 13.58 | 116,778 ⁽¹⁾ | D |
| Common Stock | 08/12/2009 | S | 1,039 | D | \$ 13.6 | 115,739 ⁽¹⁾ | D |
| Common Stock | 08/12/2009 | S | 139 | D | \$ 13.61 | 115,600 ⁽¹⁾ | D |

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) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| 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 | X | | | |
| NATHAN'S FAMOUS, INC. | | | President | |

1400 OLD COUNTRY ROAD
WESTBURY, NY US 11590

Signatures

Wayne Norbitz

08/12/2009

__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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