

Castle John K
Form 4
November 21, 2008

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 *
Castle John K

2. Issuer Name and Ticker or Trading Symbol
MORTONS RESTAURANT GROUP INC [MRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2008

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

C/O CASTLE HARLAN, INC., 158 E. 58TH STREET

(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

NEW YORK, NY 10155

(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, par value \$.01 per share	11/19/2008		P		6,500 (1)	A \$ 1.98	5,009,180 I	See Footnotes (2) (3)
Common Stock, par value \$.01 per share	11/19/2008		P		32,100 (1)	A \$ 2	5,041,280 I	See Footnotes (2) (3)
Common Stock, par value \$.01	11/20/2008		P		4,300 (1)	A \$ 1.82	5,045,580 I	See Footnotes (2) (3)

Edgar Filing: Castle John K - Form 4

per share							
Common Stock, par value \$.01 per share	11/20/2008	P	<u>4,800</u> ⁽¹⁾	A	\$ 1.87	5,050,380	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>2,100</u> ⁽¹⁾	A	\$ 1.92	5,052,480	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>200</u> ⁽¹⁾	A	\$ 1.93	5,052,680	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>4,800</u> ⁽¹⁾	A	\$ 1.97	5,057,480	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>500</u> ⁽¹⁾	A	\$ 1.98	5,057,980	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>3,200</u> ⁽¹⁾	A	\$ 1.99	5,061,180	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>2,133</u> ⁽¹⁾	A	\$ 2	5,063,313	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>900</u> ⁽¹⁾	A	\$ 2.01	5,064,213	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>2,100</u> ⁽¹⁾	A	\$ 2.02	5,066,313	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>300</u> ⁽¹⁾	A	\$ 2.03	5,066,613	I See Footnotes <u>(2)</u> <u>(3)</u>
Common Stock, par value \$.01 per share	11/20/2008	P	<u>1,000</u> ⁽¹⁾	A	\$ 2.06	5,067,613	I See Footnotes <u>(2)</u> <u>(3)</u>

Edgar Filing: Castle John K - Form 4

Mr. Castle is also the controlling stockholder of the general partners of Castle Harlan Offshore Partners III, L.P. and of Castle Harlan Affiliates III, L.P. Mr. Castle also exercises control of Branford Castle Holdings, Inc., Branford Chain, Inc. and Frogmore Family Forum Fund, LLC. Mr. Castle shares voting and investment control with these entities (each of which is itself controlled by Mr. Castle) over the securities held by these entities. Mr. Castle disclaims beneficial ownership of the shares of Morton's common stock in excess of his proportionate ownership interest in Castle Harlan Partners III, L.P. and its affiliates.

Remarks:

Form 1 of 2

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.