

MAIN STREET RESTAURANT GROUP, INC.  
 Form 4  
 June 30, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 GONZALES KENDA B

2. Issuer Name and Ticker or Trading Symbol  
 MAIN STREET RESTAURANT GROUP, INC. [MAIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/30/2006

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

C/O APOLLO GROUP, INC., 4615 E. ELWOOD 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

PHOENIX, AZ 85040

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|

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| Security (Instr. 3)                  | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4)      |              |                            |
|--------------------------------------|--|----------------------|-----------------|---|------------------|-----------------------|--------------|----------------------------|
|                                      |  |                      | Code            | V (A) (D)   | Date Exercisable | Expiration Date       | Title        | Amount or Number of Shares |
| Director Stock Option (Right to Buy) | \$ 1.67                                  | 06/30/2006           | D               |   | 15,000           | <u>(1)</u> 05/06/2013 | Common Stock | 15,000                     |
| Director Stock Option (Right to Buy) | \$ 2.17                                  | 06/30/2006           | D               |   | 5,000            | <u>(1)</u> 06/17/2013 | Common Stock | 5,000                      |
| Director Stock Option (Right to Buy) | \$ 5.32                                  | 06/30/2006           | D               |   | 5,000            | <u>(1)</u> 11/22/2015 | Common Stock | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GONZALES KENDA B<br>C/O APOLLO GROUP, INC.<br>4615 E. ELWOOD STREET<br>PHOENIX, AZ 85040 | X             |           |         |       |

## Signatures

Michael J. Herron, as attorney-in-fact 06/30/2006

\*\*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).

This option was cancelled in connection with the merger (the "Merger") of Main Street Acquisition Corporation with and into Main Street Restaurant Group, Inc. (the "Company") in exchange for a cash payment per share, whether vested or unvested, representing the (1) difference between the exercise price of the option and the tender offer price of \$6.40, as set forth in the Agreement and Plan of Merger dated as of May 19, 2006 (the "Merger Agreement") by and among the Company, Main Street Acquisition Corporation, and Briad Main Street, Inc.

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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