

DAHLBERG K JEFFREY
Form 4
May 07, 2009

FORM 4

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

OMB APPROVAL

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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 *
DAHLBERG K JEFFREY

2. Issuer Name and Ticker or Trading Symbol
FAMOUS DAVES OF AMERICA INC [DAVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1040 HIGH LAKE VIEW
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2009

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

COLORADO SPRINGS, CO 80906

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.01 par value | 05/05/2009 | | A | | 25,000 (1) | A | 11 311,600 |
| Common Stock, \$.01 par value | 05/05/2009 | | A | | 10,000 | A | \$ 0 321,600 |

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

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SEC 1474 (9-02)

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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) | 8. Price or Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|--|
| Director Stock Option <u>(2)</u> | \$ 4 | | | | | Date Exercisable: 02/28/2004 Expiration Date: 02/28/2011 | Common Stock, \$0.01 par value | 50,000 |
| Director Stock Option <u>(2)</u> | \$ 8.07 | | | | | Date Exercisable: 05/23/2003 Expiration Date: 05/23/2012 | Common Stock, \$0.01 par value | 5,000 |
| Director Stock Option <u>(2)</u> | \$ 4.16 | | | | | Date Exercisable: 06/13/2004 Expiration Date: 06/13/2013 | Common Stock, \$0.01 par value | 5,000 |
| Director Stock Option <u>(2)</u> | \$ 6.72 | | | | | Date Exercisable: 05/14/2005 Expiration Date: 05/14/2014 | Common Stock, \$0.01 par value | 5,000 |
| Director Stock Option <u>(2)</u> | \$ 10.98 | | | | | Date Exercisable: 05/13/2006 Expiration Date: 05/13/2015 | Common Stock, \$0.01 par value | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------|
| | Director | 10% Owner | Officer | Other |
| DAHLBERG K JEFFREY 1040 HIGH LAKE VIEW COLORADO SPRINGS, CO 80906 | X | | | Chairman |

Signatures

s/ K Jeffrey
Dahlberg

05/07/2009

__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) Restricted stock grant which vests as follows: 6,250 shares vest on each of 8/5/2009, 11/5/2009, 2/5/2010 and 5/5/2010.
 - (2) Pursuant to Rule 16b-3 (right to buy).

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.