WESTERN SIZZLIN CORP

Form 4 May 19, 2005

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SONKIN PAUL D

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

WESTERN SIZZLIN CORP

[WSZZ]

3. Date of Earliest Transaction

(Month/Day/Year) 05/18/2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

460 PARK AVENUE, 12TH

(First)

(State)

FLOOR

(Middle)

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

below) see footnote #1

(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 _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10022

| (City) | (State) | Tabl | e I - Non-I | Derivative S | Securi | ities Acqu | iired, Disposed of | f, or Beneficiall | y 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) | | | 5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| stock \$.01 par value | 05/18/2005 | | P | 51,250 (2) | A | \$ 0.819 | 864,025 | D (3) | |
| Common stock \$.01 par value | 05/18/2005 | | P | 51,250 (4) | A | \$ 0.819 | 807,075 | D (5) | |

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

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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Tit. | le and | 8. Price of | |
|-------------|-------------|---------------------|--------------------|-----------|--------------|--------------|-------------|---------|------------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transac | tionNumber | Expiration D | ate | Amou | int of | Derivative | į |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8 |) Derivative | e | | Secur | ities | (Instr. 5) | Ì |
| | Derivative | | | | Securities | 1 | | (Instr. | . 3 and 4) | | • |
| | Security | | | | Acquired | | | | | | 1 |
| | | | | | (A) or | | | | | |] |
| | | | | | Disposed | | | | | | 1 |
| | | | | | of (D) | | | | | | |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | Date | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | Title | of | | |
| | | | | Code ' | V (A) (D) | | | | Shares | | |
| | | | | Code | v (A) (D) | | | | Silaies | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-----------------|--|--|
| Reporting Owner Name, Mariess | | 10% Owner | Officer | Other | | |
| SONKIN PAUL D 460 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022 | | X | | see footnote #1 | | |
| HUMMINGBIRD VALUE FUND LP 460 PARK AVENUE, 12TH FL NEW YORK, NY 10022 | | X | | see footnote #1 | | |
| HUMMINGBIRD MICROCAP VALUE FUND LP 460 PARK AVENUE, 12TH FL NEW YORK, NY 10022 | | X | | see footnote #1 | | |
| HUMMINGBIRD MANAGEMENT LLC 460 PARK AVENUE, 12TH FL NEW YORK, NY 10022 | | X | | see footnote #1 | | |
| HUMMINGBIRD CAPITAL LLC 460 PARK AVENUE, 12TH FL NEW YORK, NY 10022 | | X | | see footnote #1 | | |
| Signatures | | | | | | |
| Doul D. Conkin | 5/10/2005 | | | | | |

| Paul D. Sonkin | 05/19/2005 | | | |
|---------------------------------|------------|--|--|--|
| **Signature of Reporting Person | Date | | | |
| The Hummingbird Value Fund, LP | 05/19/2005 | | | |

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**Signature of Reporting Person Date

The Hummingbird Microcap Value 05/19/2005

Fund, LP

**Signature of Reporting Person Date

Hummingbird Management, LLC 05/19/2005

**Signature of Reporting Person Date

Hummingbird Capital, LLC 05/19/2005

**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 Form 4 is filed jointly by Paul D. Sonkin, The Hummingbird Value Fund, L.P., The Hummingbird Microcap Value Fund, L.P., Hummingbird Capital, LLC, and Hummingbird Management, LLC. Paul D. Sonkin is the Managing Member of (a) Hummingbird Capital, LLC, the general partner of The Hummingbird Value Fund, L.P., and The Hummingbird Microcap Value Fund, L.P., and (b)

- (1) Hummingbird Management, LLC, the investment manager to The Hummingbird Value Fund, L.P. and The Hummingbird Microcap Value Fund, L.P. Accordingly, each of Paul D. Sonkin, Hummingbird Capital, LLC, and Hummingbird Management, LLC may be deemed to beneficially own the securities owned by The Hummingbird Value Fund, L.P. and The Hummingbird Microcap Value Fund, L.P., reported herein. The Reporting Persons are members of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Common Stock.
- (2) Acquired by The Hummingbird Value Fund, LP.
 - Owned directly by The Hummingbird Value Fund, L.P., and indirectly by Paul D. Sonkin, Hummingbird Capital, LLC, and
- (3) Hummingbird Management, LLC, each of which disclaims beneficial ownership of the securities owned by The Hummingbird Value Fund, L.P., except to the extent that each such party has an interest, if any, in The Hummingbird Value Fund, L.P.
- (4) Acquired by The Hummingbird Microcap Value Fund, LP.
- Owned directly by The Hummingbird Microcap Value Fund, L.P., and indirectly by Paul D. Sonkin, Hummingbird Capital, LLC, and Hummingbird Management, LLC, each of which disclaims beneficial ownership of the securities owned by The Hummingbird Value Microcap Fund, L.P., except to the extent that each such party has an interest, if any, in The Hummingbird Microcap Value Fund, L.P.

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.

Signatures 3