

FAMOUS DAVES OF AMERICA INC

Form 4

February 18, 2014

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 *
 PURCEL DIANA G

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)
 C/O FAMOUS DAVE'S OF
 AMERICA, INC., 12701
 WHITEWATER DRIVE, SUITE
 200

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/18/2014

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 CFO & Secretary

(Street)
 MINNETONKA, MN 55343

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	02/18/2014		S	6,000	D	23.9692 \$ (2)	74,406 (1) D

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

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 (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 of Derivative Security (Instr. 5)
Restricted Stock Units	(3)			Code V (A) (D)		Date Exercisable (3) Expiration Date (3)	Title Common Stock	Amount or Number of Shares 25,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

PURCEL DIANA G
C/O FAMOUS DAVE'S OF AMERICA, INC.
12701 WHITEWATER DRIVE, SUITE 200
MINNETONKA, MN 55343

CFO & Secretary

Signatures

/s/ Diana G.
Purcel

02/18/2014

**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 2,000 shares held in self-directed IRA and 500 shares held jointly with spouse.

The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$23.80 to \$24.0801, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.

Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. The restricted stock units
(3) vested in three equal annual installments beginning on 9/11/2011. Vested shares will be delivered to the Reporting Person upon the termination date of her employment with the Company.

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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