

FAMOUS DAVES OF AMERICA INC

Form 4

May 02, 2005

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 *
GORONKIN DAVID

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2005

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

Chief Executive Officer

8091 WALLACE DRIVE

(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

EDEN PRAIRIE, MN 55344

(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 | 05/02/2005 | | P | | 500 A \$ 11.04 | 30,100 | D |
| Common Stock, \$.01 par value | 05/02/2005 | | P | | 70 A \$ 11.03 | 30,170 | D |
| Common Stock, \$.01 par value | 05/02/2005 | | P | | 1,359 A \$ 11.05 | 31,529 | D |
| Common Stock, \$.01 | 05/02/2005 | | P | | 100 A \$ 10.85 | 31,629 | D |

par value

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|
| Common Stock, \$.01 par value | 05/02/2005 | P | 630 | A | \$ 10.84 | 32,259 | D |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|

| | | | | | | | |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|
| Common Stock, \$.01 par value | 05/02/2005 | P | 300 | A | \$ 10.88 | 32,559 | D |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|

| | | | | | | | |
|-------------------------------------|------------|---|----|---|-------------|--------|---|
| Common Stock, \$.01 par value | 05/02/2005 | P | 41 | A | \$ 10.83 | 32,600 | D |
|-------------------------------------|------------|---|----|---|-------------|--------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. F Der Sec (Ins | |
|---|--|---|---|--------------------------------------|--|--|---|--|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option ⁽¹⁾ | \$ 4.1 | | | | | <u>(2)</u> | 08/11/2014 | Common Stock, \$.01 par value | 200,000 |
| Employee Stock Option ⁽¹⁾ | \$ 6.15 | | | | | <u>(3)</u> | 02/18/2014 | Common Stock, \$.01 par value | 62,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chief Executive Officer | |

GORONKIN DAVID
8091 WALLACE DRIVE
EDEN PRAIRIE, MN 55344

Signatures

/s/ Diana Purcel, as
attorney-in-fact

05/02/2005

__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).

(1) Pursuant to Rule 16b-3 (right to buy).

(2) Option vests as follows: 66,667 shares on 8/11/04 (4,500 of which was exercised on 3/14/05), 66,667 on 8/11/05, and 66,666 shares on 8/11/06.

(3) 15,500 shares each vest on 2/18/05, 2/18/06, 2/18/07 and 2/18/08.

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.