POTBELLY CORP
Form 4
January 12, 2015

## FORM 4

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

**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

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0287 |
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(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> KEIL BRYANT L | 2. Issuer Name **and** Ticker or Trading Symbol <br> POTBELLY CORP [PBPB] | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last)   (First)   (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <br> 01/08/2015 | (Check all applicable) <br> __X__ Director    _____ 10% Owner <br> _____ Officer (give title  _____ Other (specify below)    below) |
| C/O POTBELLY CORPORATION, 222 MERCHANDISE MART PLAZA, 23RD FLOOR | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| CHICAGO, IL 60654 | | |
| (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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/08/2015 | | S | | 35,370 (1) | D | $ 14.05 (2) | 535,899 | D | |
| Common Stock | 01/09/2015 | | S | | 14,630 (1) | D | $ 14.02 (3) | 521,269 | D | |

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

SEC 1474
(9-02)

**displays a currently valid OMB control number.**

**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) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. ...) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| KEIL BRYANT L C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654 | X | | | |

# Signatures

| /s/Matthew J. Revord, Attorney-in-fact | 01/12/2015 |
|---|---|
| **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) | These shares were sold in compliance with a trading plan previously adopted by the reporting person pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. |
| (2) | The shares of Common Stock sold by the Reporting Person and reported herein were sold at prices that ranged from $13.93 to $14.21 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent. Upon the request of the SEC staff, the Issuer or a securityholder, the Reporting Person undertakes to provide information regarding the number of shares sold at each separate price. |
| (3) | The shares of Common Stock sold by the Reporting Person and reported herein were sold at prices that ranged from $13.89 to $14.18 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent. Upon the request of the SEC staff, the Issuer or a securityholder, the Reporting Person undertakes to provide information regarding the number of shares sold at each separate price. |

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Explanation of Responses:                                                                                                          3