Johnson Alan L Form 4 December 01, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

2. Issuer Name and Ticker or Trading Johnson Alan L Issuer Symbol POTBELLY CORP [PBPB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 111 N. CANAL, SUITE 850 11/29/2017 below) President and CEO 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

CHICAGO, IL 60606

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common $A^{(2)}$ 11/29/2017 78,125 Α \$0 78,125 D Stock (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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3. Transaction Date 3A. Deemed

| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | ctiorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Expiration Date (Month/Day/Year) | | Underlying Secur (Instr. 3 and 4) | |
|---|---|------------------|---|-----------------------------------|---|-----|----------------------------------|-----------------|-----------------------------------|------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nui Sha |
| Non-Qualified Stock Option (right to buy) | \$ 12.8 | 11/29/2017 | | A(3) | 200,401 | | <u>(4)</u> | 11/29/2027 | Common Stock | 20 |

5. Number of

6. Date Exercisable and

7. Title and Amor

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Johnson Alan L 111 N. CANAL SUITE 850 CHICAGO, IL 60606

1. Title of

President and CEO

Signatures

By: Robyn Martin For: Alan L.

Johnson 12/01/2017

**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) The common stock is a restricted stock unit which represents a right to receive one share of common stock for each restricted stock unit. Restricted stock units vest in three equal installments beginning on the first anniversary of the Transaction Date.
- (2) Restricted stock unit award pursuant to the Potbelly Corporation 2013 Long-Term Incentive Plan.
- (3) Option award pursuant to the Potbelly Corporation 2013 Long-Term Incentive Plan.
- (4) The option vests in four equal annual installments beginning on the first anniversary of the Transaction Date.

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.

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