NOODLES & Co Form 4 May 15, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31,

2005

0.5

Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Ac Lockhart Kat	*	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			NOODLES & Co [NDLS]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
520 ZANG S	STREET, S	UITE D	(Month/Day/Year) 05/13/2014	Director 10% Owner _X Officer (give title Other (specify below) Vice President & Controller			
(Street) BROOMFIELD, CO 80021			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

(City)	(State) (Zip) Table	e I - No	n-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	03/12/2014		G	V	1,020	D	\$0	450	D	
Class A Common Stock	03/12/2014		G <u>(1)</u>	V	200	D	\$ 0	250	D	
Class A Common Stock	03/12/2014		G <u>(1)</u>	V	200	A	\$0	200	I	Custodian for Minor Children

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

Edgar Filing: NOODLES & Co - Form 4

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)

> De Sec (In

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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date es (Month/Day/Year) d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.53	05/13/2014		A	6,200	(2)	05/13/2024	Class A Common Stock	6,200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lockhart Kathryn Rae 520 ZANG STREET, SUITE D BROOMFIELD, CO 80021

Vice President & Controller

Signatures

/s/ Paul Strasen, attorney o5/15/2014 in fact

**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 transaction involved a gift of securities by the reporting person to a Custodial Account for her minor children, of which she is a Custodian with investment control.
- (2) These options vest 25% per year beginning one year after 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.

Reporting Owners 2