

POTBELLY CORP
 Form 3
 May 11, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Younglove-Webb Julie		(Month/Day/Year)	POTBELLY CORP [PBPB]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
222 MERCHANDISE MART PLAZA,Â 23RD FLOOR		05/01/2015	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CHICAGO,Â ILÂ 60654			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			SVP, Operations	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Non-Qualified Stock Option (right to buy)	Â (1)	07/01/2020	Common Stock	3,709	\$ 7	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	05/10/2021	Common Stock	10,000	\$ 7.22	D	Â
Non-Qualified Stock Option (right to buy)	Â (1)	01/07/2019	Common Stock	20,000	\$ 8	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	03/05/2022	Common Stock	20,000	\$ 8.16	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	03/05/2023	Common Stock	20,000	\$ 9.47	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	10/04/2023	Common Stock	25,000	\$ 14	D	Â
Non-Qualified Stock Option (right to buy)	Â (6)	03/06/2024	Common Stock	7,185	\$ 20.53	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Younglove-Webb Julie 222 MERCHANDISE MART PLAZA 23RD FLOOR CHICAGO, IL 60654	Â	Â	Â SVP, Operations	Â

Signatures

By: Robyn Martin For: Julie
Younglove-Webb 05/11/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) All stock options have vested and are exercisable.
- (2) The stock options were vested and exercisable as to 8,000 shares as of January 1, 2015 and become fully vested and exercisable on January 1, 2016.
- (3) The stock options were vested and exercisable as to 12,000 shares as of March 5, 2015 and become vested and exercisable in equal installments on March 5, 2016 and March 5, 2017.
- (4) The stock options were vested and exercisable as to 8,000 shares as of March 5, 2015 and become vested and exercisable in equal installments on March 5, 2016, March 5, 2017 and March 5, 2018.
- (5) The stock options were vested and exercisable as to 6,250 shares as of October 4, 2014 and become vested and exercisable in equal installments on October 4, 2015, October 4, 2016 and October 4, 2017.
- (6) The stock options were vested and exercisable as to 1,796 shares as of March 6, 2015 and become vested and exercisable in equal installments on March 6, 2016, March 6, 2017, and March 6, 2018.

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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