

CHEESECAKE FACTORY INC
 Form 4
 November 21, 2013

FORM 4

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

OMB APPROVAL

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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 *
 BYFUGLIN MAX S

2. Issuer Name and Ticker or Trading Symbol
 CHEESECAKE FACTORY INC
 [CAKE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 26901 MALIBU HILLS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President (Subsidiary)

CALABASAS HILLS, CA 91301
 (City) (State) (Zip)

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

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	11/20/2013		M	15,000 A \$ 36.87	67,803	I	By Trust (1)
Common Stock	11/20/2013		M	900 A \$ 25.1	68,703	I	By Trust (1)
Common Stock	11/20/2013		S	15,900 D \$ 48.1463 (2)	52,803	I	By Trust (1)
Common Stock					25,000	D	

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.87	11/20/2013		M	15,000	01/04/2007 01/04/2016	Common Stock	15,000	
Employee Stock Option (right to buy)	\$ 25.1	11/20/2013		M	900	01/04/2008 01/04/2017	Common Stock	900	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BYFUGLIN MAX S
26901 MALIBU HILLS ROAD
CALABASAS HILLS, CA 91301

President (Subsidiary)

Signatures

Max. S. Byfuglin by Debby Zurzolo, his attorney
in fact

11/21/2013

**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) Shares held by the Byfuglin Family Trust u/t/a 9/27/2003 of which the reporting person and his spouse are trustees.

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- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.00 to \$48.40, inclusive. The reporting person undertakes to provide to CAKE Corporation, any security holder of CAKE corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

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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