

BYFUGLIN MAX S
Form 4
May 11, 2011

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)
05/09/2011

____ 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 or Price			
Common stock	05/09/2011		M		\$ 22.5533	49,950	I	By trust (1)
Common stock	05/09/2011		S		\$ 30.14	39,950	I	By trust (1)
Common stock	05/10/2011		M		\$ 22.5533	44,950	I	By trust (1)
Common stock	05/10/2011		S		\$ 30.6425	44,250	I	By trust (1)
Common stock	05/10/2011		S		\$ 30.65	43,250	I	By trust (1)

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Common stock	05/10/2011		S	200	D	\$ 30.66	43,050	I	By trust <u>(1)</u>
Common stock	05/10/2011		S	491	D	\$ 30.63	42,559	I	By trust <u>(1)</u>
Common stock	05/10/2011		S	309	D	\$ 30.58	42,250	I	By trust <u>(1)</u>
Common stock	05/10/2011		S	1,000	D	\$ 30.59	41,250	I	By trust <u>(1)</u>
Common stock	05/10/2011		S	300	D	\$ 30.62	40,950	I	By trust <u>(1)</u>
Common stock	05/10/2011		S	700	D	\$ 30.61	40,250	I	By trust <u>(1)</u>
Common stock	05/10/2011		S	300	D	\$ 30.6	39,950	I	By trust <u>(1)</u>
Common stock							33,000	D	

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

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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
Options to purchase common stock	\$ 22.5533	05/09/2011		M	10,000	01/29/2003 01/29/2012	Common stock	10,000	
Options to purchase common	\$ 22.5533	05/10/2011		M	5,000	01/29/2003 01/29/2012	Common stock	5,000	

stock

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 Byfuglin by Cheryl Slomann, his attorney in fact	05/11/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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/a 9/27/2003 of which Mr. Byfuglin and his wife are trustees.

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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