

CHEESECAKE FACTORY INCORPORATED
 Form 4
 June 02, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 INCORPORATED [CAKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 26950 AGOURA ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. V.P. (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/31/2005 | | M | | 20,000 | A | \$ 16.31 |
| Common Stock | 05/31/2005 | | S | | 20,000 | D | \$ 35.2 |

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

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)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase (Right to Buy) | \$ 16.31 | 05/31/2005 | | M | 20,000 | (3) 01/02/2011 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| BYFUGLIN MAX S 26950 AGOURA ROAD CALABASAS HILLS, CA 91301 | Director 10% Owner Officer Exec. V.P. (Subsidiary) |

Signatures

Jane Vallaire,
Attorney-in-Fact
06/02/2005
Date

**Signature of Reporting Person

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) Of this amount, 66,312 shares are held by Mr. Byfuglin and his spouse, Alexis Byfuglin, as joint tenants. An additional 19,500 shares are held by Mr. and Mrs. Byfuglin as trustees for the Byfuglin Trust.
- (2) Of this amount, 46,312 shares are held by Mr. Byfuglin and his spouse, Alexis Byfuglin, as joint tenants. An additional 19,500 shares are held by Mr. and Mrs. Byfuglin as trustess for the Byfuglin Trust.
- (3) Options vested and became exercisable beginning on 1/02/02 and subsequent annual anniversary dates of the date of grant.

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.