

OVERTON DAVID
 Form 4
 March 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
OVERTON DAVID

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)
03/12/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and C.E.O.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common stock | 03/12/2012 | | M | | 50,000 A \$ 20 | 175,000 | D |
| Common stock | 03/12/2012 | | S | | 11,205 D \$ 30.5 | 163,795 | D |
| Common stock | 03/12/2012 | | S | | 400 D \$ 30.49 | 163,395 | D |
| Common stock | 03/12/2012 | | S | | 3,684 D \$ 30.48 | 159,711 | D |
| Common stock | 03/12/2012 | | S | | 3,176 D \$ 30.47 | 156,535 | D |

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| | | | | | | | | | |
|--------------|------------|--|-----|---------|---|----------|-----------|---|----------------------|
| Common stock | 03/12/2012 | | S | 4,220 | D | \$ 30.46 | 152,315 | D | |
| Common stock | 03/12/2012 | | S | 7,470 | D | \$ 30.45 | 144,845 | D | |
| Common stock | 03/12/2012 | | S | 1,100 | D | \$ 30.44 | 143,745 | D | |
| Common stock | 03/12/2012 | | S | 1,069 | D | \$ 30.43 | 142,676 | D | |
| Common stock | 03/12/2012 | | S | 1,787 | D | \$ 30.42 | 140,889 | D | |
| Common stock | 03/12/2012 | | S | 11,635 | D | \$ 30.41 | 129,254 | D | |
| Common stock | 03/12/2012 | | S | 4,254 | D | \$ 30.4 | 125,000 | D | |
| Common stock | 03/13/2012 | | S | 100 | D | \$ 30.65 | 191,170 | I | By trust <u>(3)</u> |
| Common stock | 03/13/2012 | | S | 1,000 | D | \$ 30.64 | 190,170 | I | By trust <u>(3)</u> |
| Common stock | 03/13/2012 | | S | 2,500 | D | \$ 30.63 | 187,670 | I | By trust <u>(3)</u> |
| Common stock | 03/12/2012 | | G V | 163,775 | D | \$ 30.53 | 3,192,169 | I | By trust <u>(1)</u> |
| Common stock | | | | | | | 60,211 | I | By Spouse <u>(2)</u> |

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.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |

| | | | | | | | | |
|--|-------|------------|---|--------|------------|------------|-----------------|--------|
| Options to purchase common stock | \$ 20 | 03/12/2012 | M | 50,000 | 02/06/2008 | 02/06/2013 | Common stock | 50,000 |
|--|-------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OVERTON DAVID 26901 MALIBU HILLS ROAD CALABASAS HILLS, CA 91301 | X | | Chairman and C.E.O. | |

Signatures

| | |
|---|------------|
| David Overton by Debby Zurzolo, his attorney in fact | 03/14/2012 |
|---|------------|

**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 are held by the David Overton Family Trust of which Mr. Overton is the trustee.
 - (2) Shares held by Mr. Overton's spouse as trustee for the Sheila A. Overton Living Trust. The reporting person disclaims beneficial ownership of the shares owned by his spouse.
 - (3) Shares are held by the David M. Overton 2011 Gift Trust UTA dated 11/23/2011 for the benefit of the reporting person's son. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities.

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.