

CHEESECAKE FACTORY INC
 Form 4
 May 12, 2015

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 *
 Gordon David M

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2015

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

C/O THE CHEESECAKE
 FACTORY INC., 26901 MALIBU
 HILLS DRIVE

(Street)

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

CALABASAS HILLS, CA 91301

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/08/2015		M		8,000	A	\$ 35.84 13,727 D
Common Stock	05/08/2015		S		8,000	D	\$ 51.0167 5,727 D
Common Stock	05/08/2015		M		2,000	A	\$ 21.17 7,727 D
Common Stock	05/08/2015		S		2,000	D	\$ 51.0167 5,727 D

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(1)

Common Stock	05/08/2015	M	3,000	A	\$ 9.2	8,727	D
Common Stock	05/08/2015	S	3,000	D	\$ 51.0167	5,727	D
Common Stock	05/08/2015	M	6,000	A	\$ 24.69	11,727	D
Common Stock	05/08/2015	S	6,000	D	\$ 51.0167	5,727	D
Common Stock	05/08/2015	S	2,753	D	\$ 51.42	2,974	D
Common Stock	05/08/2015	S	400	D	\$ 51.43	2,574	D
Common Stock	05/08/2015	S	100	D	\$ 51.44	2,474	D
Common Stock	05/08/2015	S	2,100	D	\$ 51.45	374	D
Common Stock	05/08/2015	S	300	D	\$ 51.46	74	D
Common Stock						29,000 (2)	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code V	(A) (D)				

Employee Stock Option (right to buy)	\$ 35.84	05/08/2015	M	8,000	01/20/2007	01/20/2016	Common Stock	8,000
Employee Stock Option (right to buy)	\$ 21.17	05/08/2015	M	2,000	01/03/2009	01/03/2018	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 9.2	05/08/2015	M	3,000	02/05/2010	02/05/2017	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 24.69	05/08/2015	M	6,000	03/04/2011	03/04/2018	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gordon David M C/O THE CHEESECAKE FACTORY INC. 26901 MALIBU HILLS DRIVE CALABASAS HILLS, CA 91301			President	

Signatures

David M. Gordon by Cheryl Slomann, his attorney
in fact 05/12/2015

__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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$50.83 to \$51.36, 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 range set forth in footnote(2) to the Form 4.

(2) Shares of restricted stock subject to forfeiture.

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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