#### **GORONKIN DAVID**

Form 4 March 10, 2005

# FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GORONKIN DAVID			2. Issuer Name and Ticker or Trading Symbol FAMOUS DAVES OF AMERICA INC [DAVE]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 8091 WAL	(First) (M	(Mont	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2005			_X_ Director _X_ Officer (give below)		Owner er (specify		
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
EDEN PRAIRIE, MN 55344							Person			
(City)	(State)	(Zip) T	able I - Non-I	Derivative :	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	1.Title of 2. Transaction Date 2A. Dee		3.	4. Securities Acquired		equired	5. Amount of	6. Ownership	7. Nature of	
Security	curity (Month/Day/Year) Executive		on Date, if Transaction			` ′	Securities	Form: Direct		
(Instr. 3) any		•		Code (Instr. 3, 4 and 5)		5)	Beneficially	(D) or	Beneficial	
		(Month/Day/Yea	r) (Instr. 8)				Owned	Indirect (I)	Ownership	
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common						•				

D

25,700

26,699

26,800

25,800 D

D

D

Stock, \$.01 03/09/2005 par value

par value Common

par value Common

Common 03/09/2005 Stock, \$.01

Stock, \$.01 03/09/2005

Stock, \$.01 03/09/2005

P

P

P

P

101

899

100

100

11.78

\$

Α

1

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par value							
Common Stock, \$.01 par value	03/09/2005	P	241	A	\$ 11.79	27,041	D
Common Stock, \$.01 par value	03/09/2005	P	1,359	A	\$ 11.8	28,400	D
Common Stock, \$.01 par value	03/09/2005	P	200	A	\$ 11.72	28,600	D
Common Stock, \$.01 par value	03/09/2005	P	1,000	A	\$ 11.94	29,600	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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8. F Dei Sec (Ins

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ve s i		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (1)	\$ 4.1					<u>(2)</u>	08/11/2014	Common Stock, \$.01 par value	200,000
Employee Stock Option (1)	\$ 6.15					(3)	02/18/2014	Common Stock, \$.01 par value	62,000

Other

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer

GORONKIN DAVID 8091 WALLACE DRIVE X Chief Executive Officer EDEN PRAIRIE, MN 55344

# **Signatures**

/s/ Diana Purcel, as Attorney-in-Fact 03/10/2005

\*\*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) Pursuant to Rule 16b-3 (right to buy).
- (2) Option vests as follows: 66,667 shares on 8/11/04, 66,667 on 8/11/05, and 66,666 shares on 8/11/06.
- (3) 15,500 shares each vest on 2/18/05, 2/18/06, 2/18/07 and 2/18/08.

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.

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