Castle John K Form 4 November 18, 2008

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

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Castle John K

2. Issuer Name and Ticker or Trading

Symbol

MORTONS RESTAURANT **GROUP INC [MRT]** 

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

11/14/2008

\_X\_\_ Director Officer (give title below)

X\_\_ 10% Owner \_ Other (specify

C/O CASTLE HARLAN, INC., 158

(Street)

E. 58TH STREET

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10155

(City)	(State)	${\bf (Zip)} \qquad \qquad {\bf Table~I-Non-Derivative~Securities~Acquired, Disposed~of, or~Beneficially~Owned}$								
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. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock, par value \$.01 per share	11/14/2008		P	1,000 (1)	A	\$ 2	4,893,780	I	See Footnotes (2) (3) (4)	
Common Stock, par value \$.01 per share	11/14/2008		P	14,800 (1)	A	\$ 2.01	4,908,580	I	See Footnotes (2) (3) (4)	
Common Stock, par value \$.01	11/14/2008		P	800 (1)	A	\$ 2.02	4,909,380	I	See Footnotes (2) (3) (4)	

per share								
Common Stock, par value \$.01 per share	11/14/2008	P	14,400 (1)	A	\$ 2.04	4,923,780	I	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/14/2008	P	1,700 (1)	A	\$ 2.05	4,925,480	I	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/17/2008	P	700 (1)	A	\$ 2.2	4,926,180	I	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/17/2008	P	201 (1)	A	\$ 2.21	4,926,381	I	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/17/2008	P	3,300 (1)	A	\$ 2.22	4,929,681	I	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/17/2008	P	6,300 (1)	A	\$ 2.23	4,935,981	Ι	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/17/2008	P	2,339 (1)	A	\$ 2.24	4,938,320	I	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/17/2008	P	16,600 (1)	A	\$ 2.25	4,954,920	I	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/17/2008	P	6,000 (1)	A	\$ 2.26	4,960,920	I	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/17/2008	P	100 (1)	A	\$ 2.27	4,961,020	I	See Footnotes (2) (3) (4)
Common Stock, par value \$.01 per share	11/17/2008	P	1,560 (1)	A	\$ 2.29	4,962,580	I	See Footnotes (2) (3) (4)

Common						
						See
Stock, par	11/17/2008	Р	600 <sup>(1)</sup> A	\$ 2.3 4,963,180	I	Footnotes
value \$.01	11,17,2000	•		\$ <b>2.</b> 5 1,505,100	•	(2) (3) (4)
per share						(2) (3) (4)

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Castle John K C/O CASTLE HARLAN, INC. 158 E. 58TH STREET NEW YORK, NY 10155	X	X					

## **Signatures**

/s/ John K. 11/18/2008 Castle \*\*Signature of Date 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).

Shares were purchased by Branford Chain, Inc.

Reporting Owners 3

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- Includes 4,688,664 shares held by Castle Harlan Partners III, L.P., 76,864 shares held by Castle Harlan Offshore Partners III, L.P., 78,361 shares held by Castle Harlan Affiliates III, L.P., 17,846 shares held by Frogmore Forum Family Fund, LLC, 31,045 shares held by
- (2) Branford Castle Holdings, Inc. and 109,900 shares held by Branford Chain, Inc. John K. Castle, a member of the Morton's Restaurant Group, Inc. ("Morton's") board of directors, is the controlling shareholder of Castle Harlan Partners III, G.P., Inc., which is the general partner of the general partner of Castle Harlan Partners III, L.P. (Continued in footnote 3)
- Mr. Castle is also the controlling stockholder of the general partners of Castle Harlan Offshore Partners III, L.P. and of Castle Harlan Affiliates III, L.P. Mr. Castle also exercises control of Branford Castle Holdings, Inc., Branford Chain, Inc. and Frogmore Family Forum Fund, LLC. Mr. Castle shares voting and investment control with these entities (each of which is itself controlled by Mr. Castle) over the securities held by these entities.
- (4) Mr. Castle disclaims beneficial ownership of the shares of Morton's common stock in excess of his proportionate ownership interest in Castle Harlan Partners III, L.P. and its affiliates.

#### **Remarks:**

Form 1 of 2.

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.