Johnson Alan L Form 4 March 20, 2019

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

(Last)

Common

Stock (1)

1. Name and Address of Reporting Person * Johnson Alan L

(Street)

(First) (Middle)

111 N. CANAL, SUITE 850

CHICAGO, IL 60606

2. Issuer Name and Ticker or Trading Symbol

POTBELLY CORP [PBPB]

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

03/15/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

5. Amount of

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

03/15/2019

Code (D) (Instr. 8)

Transaction(A) or Disposed of (Instr. 3, 4 and 5) (A)

4. Securities Acquired

Reported Transaction(s) (Instr. 3 and 4) (D) Price

\$0

Code V Amount $A^{(2)}$

Α

59,102

Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

6. Ownership 7. Nature of

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

129,597

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

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| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------------------|---------------------|--------------------|------------------|------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | ber Expiration Date | | Amount of | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | Securities | | (Instr. 5) | Bene | |
| | Derivative | | | | Securities Acquired | | | (Instr. 3 and 4) | | | Owne |
| | Security | | | | | | | | | | Follo |
| | · | | | | (A) or | | | | | Repo | |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | ,) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | | or | | |
| | | | | | | | | Title | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Johnson Alan L 111 N. CANAL SUITE 850 CHICAGO, IL 60606

President and CEO

Signatures

By: Robyn Martin For: Alan Johnson

03/20/2019

**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 common stock is a restricted stock unit which represents a right to receive one share of common stock for each restricted stock unit. Restricted stock units vest in three equal installments beginning on the first anniversary of the Transaction Date.
- (2) Restricted stock unit award pursuant to the Potbelly Corporation 2013 Long-Term Incentive Plan.

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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