

Green Kenneth D
 Form 5/A
 March 18, 2005

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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. Name and Address of Reporting Person *
 Green Kenneth D

2. Issuer Name and Ticker or Trading Symbol
 FRIENDLY ICE CREAM CORP
 [frn]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, Co. Restaurant Operations

C/O FRIENDLY ICE CREAM CORPORATION, 1855 BOSTON ROAD

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/14/2005

6. Individual or Joint/Group Reporting

(check applicable line)

WILBRAHAM, MA 01095

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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	10/27/2004		3 ⁽¹⁾	10.0503	A	\$ 9.95	249.6069	D	
Common Stock	11/23/2004		P4	11.9533	A	\$ 8.3659	261.5602	D	

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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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 0	Â	Â	3 ⁽²⁾	Â	Â	12/20/2004	08/03/2009	Common Stock	7,500 ⁽²⁾
Stock Option (right to buy)	\$ 0	10/19/2004	Â	A4 ⁽³⁾	7,500 ⁽³⁾	Â	12/20/2004	02/09/2010	Common Stock	7,500 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Green Kenneth D
C/O FRIENDLY ICE CREAM CORPORATION
1855 BOSTON ROAD
WILBRAHAM, MA 01095

Â Â Â VP, Co. Restaurant Operations Â

Signatures

/s/ Gregory A. Pastore under Power of Attorney

03/18/2005

**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) Kenneth D. Green became an executive officer on 10/19/2004.

(2) Option granted on 8/3/2004 and should have been reported on Form 3 upon becoming an executive officer.

(3) Option granted on 10/19/2004 and should have been reported on Form 4.

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.