

ZURZOLO DEBBY R

Form 4

January 07, 2010

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZURZOLO DEBBY R

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)
26901 MALIBU HILLS ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec VP, Gen Counsel & Secy

CALABASAS HILLS, CA 91301

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

(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)
			Code	V	Amount (A) or (D)	Price	
Common stock	01/05/2010		S		200 <u>(1)</u> D	\$ 21.72	19,800 D
Common stock	01/05/2010		S		300 <u>(1)</u> D	\$ 21.73	19,500 D
Common stock	01/05/2010		S		500 <u>(1)</u> D	\$ 21.7562	19,000 D
Common stock	01/05/2010		S		152 <u>(1)</u> D	\$ 21.77	18,848 D
Common stock	01/05/2010		S		500 <u>(1)</u> D	\$ 21.7725	18,348 D

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Common stock	01/05/2010	S	500 <u>(1)</u>	D	\$ 21.7731	17,848	D	
Common stock	01/05/2010	S	351 <u>(1)</u>	D	\$ 21.78	17,497	D	
Common stock	01/05/2010	S	15 <u>(1)</u>	D	\$ 21.793	17,482	D	
Common stock	01/05/2010	S	500 <u>(1)</u>	D	\$ 21.803	16,982	D	
Common stock	01/05/2010	S	100 <u>(1)</u>	D	\$ 21.8031	16,882	D	
Common stock	01/05/2010	S	500 <u>(1)</u>	D	\$ 21.649	16,382	D	
Common stock	01/05/2010	S	300 <u>(1)</u>	D	\$ 21.66	16,082	D	
Common stock	01/05/2010	S	1,000 <u>(1)</u>	D	\$ 21.7515	15,082 <u>(3)</u>	D	
Common stock						6,700	I	By trust <u>(2)</u>
Common stock						757	I	By SEP IRA

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZURZOLO DEBBY R 26901 MALIBU HILLS ROAD CALABASAS HILLS, CA 91301			Exec VP, Gen Counsel & Secy	

Signatures

Debby R.
Zurzolo

01/07/2010

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) Sale of shares pursuant to 10b5-1 trading plan to satisfy tax withholding on vesting of restricted stock. Proceeds were tendered to the Company in satisfaction of tax withholding obligation.
- (2) Held by The Debby R. Chinski Living Trust of which reporting person is the trustee.
- (3) Includes 7500 shares of restricted stock which vest as to 60% of the shares on 2/5/12 and as to 20% of the shares on each of 2/5/13 and 2/5/14.

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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