

RAWLINGS MICHAEL S

Form 4

May 14, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAWLINGS MICHAEL S

2. Issuer Name **and** Ticker or Trading
Symbol
GRANITE CITY FOOD &
BREWERY LTD. [GCFB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
500 CRESCENT COURT, SUITE
250

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2013

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

DALLAS, TX 75201

(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) (A) or (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				Code V Amount (D) Price	3,450,423	I	By Concept Development Partners LLC (1)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy) ⁽²⁾	\$ 2.02	05/10/2013		A		4,950		05/10/2014	05/10/2023	Common Stock	4,950
Stock Option (right to buy)	\$ 2.21							05/10/2013	05/10/2022	Common Stock	4,520
Stock Option (right to buy)	\$ 3.55							06/14/2012	06/14/2021	Common Stock	3,000
Series A Convertible Preferred Stock	⁽³⁾							05/10/2011	⁽⁴⁾	Common Stock	6,000,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAWLINGS MICHAEL S 500 CRESCENT COURT, SUITE 250 DALLAS, TX 75201	X	X		

Signatures

/s/ Monica A. Underwood,
attorney-in-fact

05/14/2013

 **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 reporting person has an indirect pecuniary interest in the shares reported herein.
- (2) This option was granted under the Company's Long-Term Incentive Plan, which meets the requirements of Rule 16b-3.
- (3) Each share of the Preferred Stock is convertible into two shares of common stock.

The Preferred Stock may be converted into common stock of the Issuer at any time prior to December 31, 2014. The Preferred Stock will automatically convert to common stock of the Issuer on the first business day on or after December 31, 2014, on which the average of the

- (4) closing sale prices of the Issuer's common stock on the NASDAQ Capital Market (or other principal exchange or market on which the common stock is then traded) for the trading days within the 90 calendar day period ending on the date prior to such first business day is greater than \$4.00 per share (as adjusted for stock splits, distributions or other combinations).

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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