

BUFFALO WILD WINGS INC

Form 4

March 11, 2014

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 *
Block Andrew D.

2. Issuer Name **and** Ticker or Trading
Symbol
BUFFALO WILD WINGS INC
[BWLD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5500 WAYZATA BLVD., SUITE
1600

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2014

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP-Talent Management

(Street)
MINNEAPOLIS, MN 55416

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)
Common Stock	03/07/2014		M	(A) or (D) 2,651 (1)	\$ 0 3,882	D	
Common Stock	03/07/2014		F	891 D	\$ 136.85 3,104 (2)	D	

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

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(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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units ⁽³⁾	<u>(4)</u>	02/06/2014		A	2,651 <u>(4)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock 2,651
Restricted Stock Units	<u>(4)</u>	03/07/2014		M	2,651	<u>(4)</u>	<u>(4)</u>	Common Stock 2,651

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Block Andrew D. 5500 WAYZATA BLVD. SUITE 1600 MINNEAPOLIS, MN 55416	SVP-Talent Management

Signatures

/s/ John A. Haveman, attorney-in-fact for Andrew D. Block 03/11/2014

____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) Shares received in settlement of restricted stock units in a transaction exempt pursuant to Rule 16b-3(d) under the Securities Exchange Act of 1934.

(2) Includes 113 shares acquired on November 1, 2013 under the Company's employee stock purchase plan.

(3) On February 6, 2014 the Company's compensation committee certified the achievement of specified financial performance goals that determined the number of previously granted performance restricted stock units which thereby vested and became reportable. The settlement of such vested restricted stock units in Company common stock shares was set to occur at a later date.

(4) The restricted stock units were to be settled on a one for one basis in shares of the Company's common stock and were ultimately settled on March 7, 2014.

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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