

Doran Robert J.
Form 4
April 03, 2012

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Doran Robert J.

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)
1685 HAMPTON COURSE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2012

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

ST. CHARLES, IL 60174

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

(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	03/30/2012		J ⁽¹⁾	46,190 A	\$ 0 139,298	I	By Concept Development Partners LLC <u>(2)</u>

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

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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)

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Row 1: Series A Convertible Preferred Stock, (3), 05/10/2011, (4), Common Stock, 6,000,000.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: Doran Robert J., 1685 HAMPTON COURSE, ST. CHARLES, IL 60174, Chief Executive Officer.

Signatures

/s/ Monica A. Underwood, attorney-in-fact, 04/03/2012

**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) Convertible Preferred Stock ("Preferred Stock"), resulting in the issuance of 46,190 shares of common stock to Concept Development Partners LLC ("CDP"), the sole holder of the Issuer's Preferred Stock.
(2) The reporting person has an indirect pecuniary interest in the shares reported herein.
(3) Each share of the Preferred Stock is convertible into two shares of common stock.
(4) 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 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. 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.