

GRANITE CITY FOOD &amp; BREWERY LTD.

Form 4

July 01, 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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Oakey Dean Scott

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)  
5724 CALPINE DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/28/2013

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Development Officer

MALIBU, CA 90265

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 or Disposed of (A) or (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	06/28/2013		J <sup>(1)</sup>	48,600 A \$ 0	3,499,023	I	By Concept Development Partners LLC (2)

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

**Persons who respond to the collection of  
information contained in this form are not  
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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.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(3)					05/10/2011	(4)	Common Stock	6,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oakey Dean Scott 5724 CALPINE DRIVE MALIBU, CA 90265		X	Chief Development Officer	

## Signatures

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

07/01/2013

\_\_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).

On June 28, 2013, the Issuer paid a quarterly dividend in the form of 50% cash and 50% common stock on its outstanding Series A

(1) Convertible Preferred Stock ("Preferred Stock"), resulting in the issuance of 48,600 shares of common stock to Concept Development Partners LLC, 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.

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 OTCQB (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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