

CHEESECAKE FACTORY INC
 Form 4
 November 21, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
OVERTON DAVID

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)
11/18/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and C.E.O.

CALABASAS HILLS, CA 91301
 (City) (State) (Zip)

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

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	11/18/2016		M		100,000	A	\$ 21.42	2,951,042	I	By Trust (1)
Common Stock	11/18/2016		S		89,997	D	\$ 57.5131	2,861,045	I	By Trust (1)
Common Stock	11/21/2016		S		19,542	D	\$ 58.3138	2,841,503	I	By Trust (1)
Common Stock								183,950	I	By Trust (4)
								60,211	I	

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(2) The price reported in column 4 is weighted average price. These shares were sold in multiple transactions ranging from \$57.23 to \$57.98, inclusive. The reporting person undertakes to provide to CAKE Corporation, any security holder of CAKE Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) The price reported in column 4 is weighted average price. These shares were sold in multiple transactions ranging from \$58.30 to \$58.46, inclusive. The reporting person undertakes to provide to CAKE Corporation, any security holder of CAKE Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(4) Shares held by the David M. Overton 2011 Gift Trust UTA dated 11/23/2011 for the benefit of the reporting person's son. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities.

(5) Shares held by Mr. Overton's spouse as trustee for the Sheila A. Overton Living Trust. The reporting person disclaims beneficial ownership of these securities.

(6) Shares of restricted stock subject to forfeiture.

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.