

OVERTON DAVID
Form 4
February 15, 2019

FORM 4

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

OMB APPROVAL

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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)
02/13/2019

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

CALABASAS HILLS, CA 91301

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 Ownership (Instr. 4)			
			Code	V	Amount (D) or Price (A)					
Common Stock	02/13/2019		A		23,700 (1)	A	\$ 0	44,300 (2)	D	
Common Stock							2,864,760	I		By Trust (3)
Common Stock							183,950	I		By Trust (4)
Common Stock							60,211	I		By Trust (5)

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

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- (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) Vests as to 20% of the options on each of 2/13/2020, 2021, 2022, 2023 and 2024.
- (7) Each restricted stock unit represents a contingent right to receive one share of CAKE common stock.
- (8) On February 13, 2019, the Compensation Committee certificated to the attainment of the EPS goals and determined that 75% of the RSUs were eligible to vest based on continued service-vesting conditions, subject to continued service.
- (9) Restricted Stock Unit award expires upon reporting person's termination of services.

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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