

ZURZOLO DEBBY R
Form 4
October 28, 2010

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 *
ZURZOLO DEBBY R

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)
10/26/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP, Gen Counsel & Secy

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common stock	10/26/2010		M	3,000 A \$ 16.72	17,282	I	By trust ⁽¹⁾
Common stock	10/26/2010		S	1,400 D \$ 29.515	15,882	I	By trust ⁽¹⁾
Common stock	10/26/2010		S	300 D \$ 29.52	15,582	I	By trust ⁽¹⁾
Common stock	10/26/2010		S	400 D \$ 29.525	15,182	I	By trust ⁽¹⁾
Common stock	10/26/2010		S	500 D \$ 29.53	14,682	I	By trust ⁽¹⁾

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Common stock	10/26/2010	S	400	D	\$ 29.535	14,282	I	By trust ⁽¹⁾
Common stock						17,500	D	
Common stock						757	I	By SEP IRA

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

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(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. Amount or Number of Shares
Options to purchase common stock	\$ 16.72	10/26/2010		M	3,000	01/02/2005 01/02/2011	Common stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
ZURZOLO DEBBY R 26901 MALIBU HILLS ROAD CALABASAS HILLS, CA 91301	Director 10% Owner Officer Exec VP, Gen Counsel & Secy

Signatures

Debby R. 10/28/2010
Zurzolo

**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) Held by the Debby R. Chinski Living Trust of which the reporting person is trustee.

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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