

NORBITZ WAYNE  
Form 4  
February 10, 2011

**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 \*  
NORBITZ WAYNE

(Last) (First) (Middle)

NATHAN'S FAMOUS, INC, ONE  
JERICHO PLAZA

(Street)

JERICHO, NY US 11753

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NATHANS FAMOUS INC [NATH]

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

02/08/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President

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	02/08/2011		S		100	D	\$ 17.21
					79,376	(1)	D
Common Stock	02/08/2011		S		400	D	\$ 17.28
					78,976	(1)	D
Common Stock	02/08/2011		S		300	D	\$ 17.26
					78,676	(1)	D
Common Stock	02/08/2011		S		1,600	D	\$ 17.25
					77,076	(1)	D
Common Stock	02/08/2011		S		300	D	\$ 17.07
					76,776	(1)	D

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Common Stock	02/08/2011	S	100	D	\$ 17.1	76,676 <sup>(1)</sup>	D
Common Stock	02/08/2011	S	200	D	\$ 17.08	76,476 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	900	D	\$ 16.97	75,576 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	100	D	\$ 16.85	75,476 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	3,998	D	\$ 17.05	71,478 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	2	D	\$ 17.08	71,476 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	200	D	\$ 17.07	71,276 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	716	D	\$ 17.1	70,560 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	484	D	\$ 17.3	70,076 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	200	D	\$ 17.18	69,876 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	100	D	\$ 17.25	69,776 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	200	D	\$ 17.175	69,576 <sup>(1)</sup>	D
Common Stock	02/09/2011	S	100	D	\$ 17.15	69,476 <sup>(1)</sup>	D

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst
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4, and 5)

			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2001 Stock Option Plan	\$ 5.62	Code V (A) (D)	06/15/2005	06/14/2014	Common Stock	30,000
2002 Stock Incentive Plan	\$ 13.08		06/14/2007	06/13/2016	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORBITZ WAYNE NATHAN'S FAMOUS, INC ONE JERICHO PLAZA JERICHO, NY US 11753	X		President	

## Signatures

/s/ Wayne Norbitz  
02/10/2011  
\*\*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) Includes 3,000 shares held in the estates of Mr. Norbitz's parents, for which he serves as executor.

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