

CHEESECAKE FACTORY INC
Form 4
August 23, 2013

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 *
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)
08/21/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 08/21/2013 | | S | 1,308 D \$ 42.97 | 122,586 | D | |
| Common Stock | 08/21/2013 | | S | 686 D \$ 42.96 | 121,900 | D | |
| Common Stock | 08/21/2013 | | S | 1,700 D \$ 42.95 | 120,200 | D | |
| Common Stock | 08/21/2013 | | S | 200 D \$ 42.94 | 120,000 | D | |
| Common Stock | | | | | 3,102,605 | I | By Trust (1) |

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Shares are 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.

- (3) 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.

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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