

FAMOUS DAVES OF AMERICA INC  
 Form 4  
 May 29, 2014

**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 \*  
 PURCEL DIANA G

2. Issuer Name and Ticker or Trading Symbol  
 FAMOUS DAVES OF AMERICA INC [DAVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/14/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 CFO & Secretary

C/O FAMOUS DAVE'S OF AMERICA, INC., 12701 WHITEWATER DRIVE, SUITE 200

(Street)

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

MINNETONKA, MN 55343

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, \$.01 par value   | 03/14/2014                           |  | A                              |   | 20,114  | A  | \$ 0                                       |
| Common Stock, \$.01 par value   | 03/14/2014                           |  | F                              |   | 6,830   | D  | \$ 28.32                                   |
| Common Stock, \$.01 par value   | 05/27/2014                           |  | S                              |   | 25,840  | D  | \$ 32.97                                   |

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Common Stock, \$.01 par value 05/28/2014 S 21,300 D 32.84 28,550 <sup>(2)</sup> D (4)

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

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SEC 1474 (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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  | Code V                         | (A) (D)   | Date Exercisable <u>(3)</u> Expiration Date <u>(3)</u>   | Title Common Stock  | Amount or Number of Shares 25,000          |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

PURCEL DIANA G  
C/O FAMOUS DAVE'S OF AMERICA, INC.  
12701 WHITEWATER DRIVE, SUITE 200  
MINNETONKA, MN 55343

CFO & Secretary

## Signatures

/s/ Diana G. 05/29/2014  
Purcel

  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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.66 to \$33.90, inclusive. The reporting person undertakes to provide the issuer, any security holder of the issuer 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.

(2) Includes 2,000 shares held in a self-directed IRA and 500 shares held jointly with spouse.

(3) Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock. The restricted stock units vested in three equal annual installments beginning on 9/11/2011. Vested shares will be delivered to the reporting person upon the termination date of her employment with the Company, subject to any delay in delivery required to comply with Internal Revenue Code Section 409A rules governing deferred compensation.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$33.7261, inclusive. The reporting person undertakes to provide the issuer, any security holder of the issuer 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.

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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