

MORGANS FOODS INC

Form 4

August 19, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FCMI FINANCIAL CORP ET AL

2. Issuer Name **and** Ticker or Trading
Symbol
MORGANS FOODS INC
[MRFD.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

181 BAY STREET,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2008

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

TORONTO, A6 M5J 2T3

(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
X 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	07/21/2008		P		806	A	\$ 4.15	520,106	I	Through wholly owned subsidiary <u>(1)</u> <u>(2)</u>
Common Stock	08/18/2008		P		54,376	A	\$ 4.15	574,482	I	Through wholly owned subsidiary <u>(1)</u>

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)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

FCMI FINANCIAL CORP ET AL
181 BAY STREET
TORONTO, A6 M5J 2T3

X

FRIEDBERG ALBERT
181 BAY STREET
TORONTO, A6 M5J 2T3

President and Owner of FCMI

PAN ATLANTIC BANK & TRUST LTD
MUSSON BUILDING, THIRD FLOOR
HINCKS STREET, P.O BOX 982
BRIDGETOWN, C8

100% owned by FCMI

Signatures

/s/ Henry Fenig, Executive Vice President, FCMI Financial
Corporation

08/19/2008

__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) All shares reported on this form are owned directly by Pan Atlantic Bank and Trust Limited. FCMI Financial Corporation owns 100% of Pan Atlantic Bank and Trust Limited. Mr. Albert Friedberg is the President of FCMI, which is owned by Mr. Friedberg and members of

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his family and controlled by Mr. Friedberg.

(2) Reporting of this transaction was deferred pursuant to Rule 16a-6 under the Securities Exchange Act of 1934.

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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