

PURCEL DIANA G
Form 4
March 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)
C/O FAMOUS DAVE'S OF AMERICA, INC., 12701 WHITEWATER DRIVE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2013

(Street)
MINNETONKA, MN 55343

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$.01 par value | 03/15/2013 | | A | 29,972 | A \$ 0 89,739 | D | |
| Common Stock, \$.01 par value | 03/15/2013 | | F | 10,083 | D \$ 10.73 79,656 ⁽¹⁾ | D | |

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

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- (1) Includes 2,000 shares held in self-directed IRA and 500 shares held jointly with spouse.
- (2) 6,000 shares vested on each of 11/18/04, 11/18/05, 11/18/06, 11/18/07 and 11/18/08.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock.
- (4) The restricted stock units vest 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.

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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