

GORONKIN DAVID
Form 4
October 25, 2004

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 *
GORONKIN DAVID

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)
8091 WALLACE DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2004

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

EDEN PRAIRIE, MN 55344

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)
			Code	V	Amount or Price		
Common Stock, \$.01 par value	10/25/2004		P		100 A \$ 7.64	21,700	D
Common Stock, \$.01 par value	10/25/2004		P		100 A \$ 7.63	21,800	D
Common Stock, \$.01 par value	10/25/2004		P		1,600 A \$ 7.7	23,400	D
Common Stock, \$.01	10/25/2004		P		100 A \$ 7.71	23,500	D

par value

Common Stock, \$.01 par value	10/25/2004		P	100	A	\$ 7.77	23,600	D
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Common Stock, \$.01 par value	10/25/2004		P	1,500	A	\$ 7.79	25,100	D
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Common Stock, \$.01 par value	10/25/2004		P	500	A	\$ 7.75	25,600	D
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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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Fair Market Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 4.1					<u>(1)</u> 08/11/2014	Common Stock, \$.01 par value	200,000	
Employee Stock Option	\$ 6.15					<u>(2)</u> 02/18/2014	Common Stock, \$.01 par value	62,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chief Executive Officer	

GORONKIN DAVID
8091 WALLACE DRIVE
EDEN PRAIRIE, MN 55344

Signatures

/s/ David
Goronkin

10/25/2004

**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) Option vests as follows: 66,667 shares on 8/11/04; 66,667 shares on 8/11/05 and 66,666 shares on 8/11/06.
 - (2) 15,500 shares each vest on 2/18/05, 2/18/06, 2/18/07 and 2/18/08.

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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