

NORBITZ WAYNE
Form 4
February 11, 2011

FORM 4

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

OMB APPROVAL

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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 *
NORBITZ WAYNE

(Last) (First) (Middle)

NATHAN'S FAMOUS, INC, ONE
JERICHO PLAZA

(Street)

JERICHO, NY US 11753

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NATHANS FAMOUS INC [NATH]

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

02/10/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/10/2011		S		92	D	\$ 16.75 69,384 ⁽¹⁾ D
Common Stock	02/10/2011		S		2,500	D	\$ 16.96 66,884 ⁽¹⁾ D
Common Stock	02/10/2011		S		5,000	D	\$ 16.97 61,884 ⁽¹⁾ D
Common Stock	02/10/2011		S		108	D	\$ 16.98 61,776 ⁽¹⁾ D
Common Stock	02/10/2011		S		42	D	\$ 17 61,734 ⁽¹⁾ D

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Common Stock	02/10/2011	S	100	D	\$ 17.01	61,634 ⁽¹⁾	D
Common Stock	02/10/2011	S	2,058	D	\$ 17.1	59,576 ⁽¹⁾	D
Common Stock	02/10/2011	S	100	D	\$ 17.11	59,476 ⁽¹⁾	D

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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2001 Stock Option Plan	\$ 5.62					06/15/2005	06/14/2014	Common Stock	30,000
2002 Stock Incentive Plan	\$ 13.08					06/14/2007	06/13/2016	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORBITZ WAYNE NATHAN'S FAMOUS, INC ONE JERICHO PLAZA JERICHO, NY US 11753	X		President	

Signatures

/s/ Wayne
Norbitz

02/11/2011

__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) Includes 3,000 shares held in the estates of Mr. Norbitz's parents, for which he serves as executor.

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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