

CHEESECAKE FACTORY INC  
Form 4  
February 23, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**OVERTON DAVID**

2. Issuer Name and Ticker or Trading Symbol  
**CHEESECAKE FACTORY INC [CAKE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**26901 MALIBU HILLS ROAD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/19/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and C.E.O.**

**CALABASAS HILLS, CA 91301**

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) |           |   |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |           |   |              |
| Common Stock                    | 02/19/2016                           |  | M                              |   | 100,000   | A  | \$ 21.17  | 2,991,155 | I | By Trust (1) |
| Common Stock                    | 02/19/2016                           |  | S                              |   | 100,000   | D  | \$ 49.7593 (2)  | 2,891,155 | I | By Trust (1) |
| Common Stock                    | 02/19/2016                           |  | M                              |   | 100,000   | A  | \$ 16.48  | 2,991,155 | I | By Trust (1) |
| Common Stock                    | 02/19/2016                           |  | S                              |   | 89,446  | D  | \$ 49.7593 (2)  | 2,901,709 | I | By Trust (1) |
|                                 | 02/19/2016                           |  | M                              |   | 100,000   | A  | \$ 21.42  | 3,001,709 | I |              |

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|              |            |  |   |        |   |                      |             |                 |                 |
|--------------|------------|--|---|--------|---|----------------------|-------------|-----------------|-----------------|
| Common Stock |            |  |   |        |   |                      |             | By Trust<br>(1) |                 |
| Common Stock | 02/19/2016 |  | S | 91,012 | D | \$<br>49.7593<br>(2) | 2,910,697   | I               | By Trust<br>(1) |
| Common Stock |            |  |   |        |   |                      | 183,950     | I               | By Trust<br>(3) |
| Common Stock |            |  |   |        |   |                      | 60,211      | I               | By Trust<br>(4) |
| Common Stock |            |  |   |        |   |                      | 126,000 (5) | D               |                 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |         |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount Number of Shares |
| Employee Stock Option (right to buy)       | \$ 21.17   | 02/19/2016                           |  | M                              | 100,000   | 01/03/2009 01/03/2018                                    | Common Stock  | 100,000 |                         |
| Employee Stock Option (right to buy)       | \$ 16.48   | 02/19/2016                           |  | M                              | 100,000   | 05/07/2010 05/07/2017                                    | Common Stock  | 100,000 |                         |
| Employee Stock Option (right to buy)       | \$ 21.42   | 02/19/2016                           |  | M                              | 100,000   | 01/07/2011 01/07/2018                                    | Common Stock  | 100,000 |                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                     |
|---|---------------|-----------|---------|---------------------|
|   | Director      | 10% Owner | Officer | Other               |
| OVERTON DAVID<br>26901 MALIBU HILLS ROAD<br>CALABASAS HILLS, CA 91301 | X             |           |         | Chairman and C.E.O. |

## Signatures

David Overton                      02/23/2016

\_\_Signature of                      Date  
Reporting Person

## 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) Shares held by the David M. Overton Family Trust of which Mr. Overton is trustee.  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$49.50 to \$50.20, inclusive. The reporting person undertakes to provide to CAKE Corporation, any security holder of CAKE Corporation, 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 in footnote (2) to this Form 4.
- (2) Shares held by the David M. Overton 2011 Gift Trust UTA dated 11/23/2011 for the benefit of the reporting person's son. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities.
- (3) Shares held by Mr. Overton's spouse as trustee for the Sheila A. Overton Living Trust. The reporting person disclaims beneficial ownership of these securities.
- (4) Shares of restricted stock subject to forfeiture.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.