#### COOLEY PHILIP L

Form 5

Common

Stock (3)

February 14, 2007

#### FORM 5 **OMB APPROVAL**

Check this no longer	s box if	UNITED STATES SECURITIES AND EXCHANGE C Washington, D.C. 20549					OMB Number: Expires:	3235-0362 January 31,	
to Section Form 4 or 5 obligation may continuous	16. Form ANN ons nue.		ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated average burden hours per response		
1(b).	Filed purs	) of the Pub	olic Uti	lity Holding	ecurities Exchang Company Act of 19	of 1935 or Section	1		
1. Name and Address of Reporting Person * COOLEY PHILIP L			2. Issuer Name and Ticker or Trading Symbol WESTERN SIZZLIN CORP [WSZL]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (M	(M		y/Year)	Fiscal Year Ended	_X Director Officer (give below)		Owner er (specify	
TRINITY U	JNIVERSITY, O LACE		731720	00					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting  (check applicable line)			
SAN ANTONIO,	TX 78212-72	00				_X_ Form Filed by O Form Filed by M Person			
(City)	(State)	(Zip)	Table	I - Non-Deri	vative Securities A	equired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Day any (Month/Day/	ate, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	Securities Beneficially Owned at end	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		

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

12/08/2006

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\$ 7

(Instr. 3 and 4)

D

63,025

or

Amount (D) Price

A

3,025

SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

X4

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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)		Expiration Date U		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Rights (1)	\$ 7 (2)	11/09/2006	Â	A	5,000	Â	11/09/2006	12/08/2006	Common Stock	5,0
Exercise of Rights	\$ 7 (2)	12/08/2006	Â	X	Â	5,000	11/09/2006	12/08/2007	Common Stock	5,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>F</b>	Director	10% Owner	Officer	Othe		
COOLEY PHILIP L						
TRINITY UNIVERSITY	λv	Â	â	â		
ONE TRINITY PLACE	АЛ	A	A	A		
SAN ANTONIO, TX 78212-7200						

# **Signatures**

Philip L. Cooley,
Ph.D.

\*\*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) On November 7, 2006, the Issuer made a pro-rata distribution of rights to purchase its common stock to all stockholders of record on November 9, 2006.
- (2) The exercise price of the rights was \$7.00. Every two rights entitled the stockholder to purchase one share of common stock.
- (3) Purchased 525 shares in rights offering pursuant to oversubcription privlege.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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