

FLANIGANS ENTERPRISES INC  
 Form 4/A  
 October 23, 2008

**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 \*  
**FLANIGAN JAMES II**

2. Issuer Name and Ticker or Trading Symbol  
**FLANIGANS ENTERPRISES INC [BDL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**5059 NORTHEAST 18TH AVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/13/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO and President**

**FORT LAUDERDALE, FL 33334**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
**10/22/2008**

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 (D)   | Price                             |
| Common Stock                    | 10/13/2008                           |  | A                              |   | 36,838  | A  | \$ 0<br>(1)                       |
| Common Stock                    | 10/15/2008                           |  | P                              |   | 6,200   | A  | \$ 4.15                           |
| Common Stock                    | 10/15/2008                           |  | P                              |   | 500   | A  | \$ 4.15                           |
| Common Stock                    | 10/15/2008                           |  | P                              |   | 400   | A  | \$ 4.15                           |
| Common Stock                    | 10/15/2008                           |  | P                              |   | 25  | A  | \$ 4.15                           |

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Common Stock 10/15/2008 P 375 A \$ 4.59 351,365 D <sup>(3)</sup>

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| FLANIGAN JAMES II<br>5059 NORTHEAST 18TH AVE<br>FORT LAUDERDALE, FL 33334 | X             | X         | CEO and President |       |

## Signatures

/s/ James Flanigan II 10/23/2008  
 \*\*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) Gift
- (2) Shares acquired by James G. Flanigan Irrevocable Trust #1, by gift.
- (3) Includes 126,738 shares owned by a trust of which James G. Flanigan is one of the trustees and a beneficiary, 400 shares owned as custodian for his children, 12,776 shares owned by his spouse and 13,700 shares owned by a trust for his children and of which he is the

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trustee.

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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