

ZURZOLO DEBBY R
Form 4
May 15, 2009

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 *
ZURZOLO DEBBY R

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)
11/13/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP, Gen Counsel & Secy

CALABASAS HILLS, CA 91301
(City) (State) (Zip)

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

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	11/13/2008		M			6,700	A	\$ 5.9	27,457 ⁽¹⁾	D	
Common stock	05/14/2009		M			13,500	A	\$ 8.8	40,957	D	
Common stock	05/14/2009		S			1,000	D	\$ 15.325	39,957	D	
Common stock	05/14/2009		S			1,400	D	\$ 15.3915	38,557	D	
Common stock	05/14/2009		S			100	D	\$ 15.4	38,457	D	

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Common stock	05/14/2009	S	1,000	D	\$ 15.51	37,457	D
Common stock	05/14/2009	S	1,000	D	\$ 15.29	36,457	D
Common stock	05/14/2009	S	1,000	D	\$ 15.1515	35,457	D
Common stock	05/14/2009	S	2,000	D	\$ 15.09	33,457	D
Common stock	05/14/2009	S	1,000	D	\$ 15.0108	32,457	D
Common stock	05/14/2009	S	2,000	D	\$ 14.93	30,457	D
Common stock	05/14/2009	S	1,300	D	\$ 14.76	29,157	D
Common stock	05/14/2009	S	700	D	\$ 14.7625	28,457	D
Common stock	05/14/2009	S	1,000	D	\$ 15.3515	27,457	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.

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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 or Number of Shares
Option to purchase	\$ 5.9	11/13/2008		M	6,700	03/08/2004	03/08/2009	Common stock	6,700
Option to purchase	\$ 8.8	05/14/2009		M	13,500	01/31/2005	01/31/2010	Common stock	13,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZURZOLO DEBBY R 26901 MALIBU HILLS ROAD CALABASAS HILLS, CA 91301			Exec VP, Gen Counsel & Secy	

Signatures

Debby Zurzolo 05/15/2009

__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).
Includes restricted stock award of 12,500 shares vesting on 1/4/2010, 4,500 shares vesting on 2/5/2012, 1,500 shares vesting on each of (1) 2/5/2013 and 2/5/2014. On 11/14/2008, Ms Zurzolo acquired and held 6,700 shares upon the exercise of stock options. Includes 757 shares independently purchased by Ms. Zurzolo and held in her SEP IRA account.

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.