

MAIN STREET RESTAURANT GROUP, INC.
Form 4
July 06, 2006

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 *
Honigfeld Bradford

2. Issuer Name and Ticker or Trading Symbol
MAIN STREET RESTAURANT GROUP, INC. [MAIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2006

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

C/O THE BRIAD GROUP, 78 OKNER PARKWAY

(Street)

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

LIVINGSTON, NJ 07039

(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	Price		
Common Stock	06/28/2006		P		14,123,083	A	\$ 6.4	16,383,885 (1)	D
Common Stock	06/30/2006		P		848,291	A	\$ 6.4	0 (2)	D
Common Stock	06/30/2006		J(3)		100	A	\$ 0 (3)	100	D

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Honigfeld Bradford C/O THE BRIAD GROUP 78 OKNER PARKWAY LIVINGSTON, NJ 07039		X		
Briad Main Street, Inc. C/O THE BRIAD GROUP 78 OKNER PARKWAY LIVINGSTON, NJ 07039		X		
Main Street Acquisition CORP C/O THE BRIAD GROUP 78 OKNER PARKWAY LIVINGSTON, NJ 07039		X		

Signatures

Bradford L. Honigfeld 07/06/2006
 **Signature of Reporting Person Date

By: Bradford L. Honigfeld, 07/06/2006
 President Date

By: Bradford L. Honigfeld, 07/06/2006
 President Date

**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 June 30, 2006, Main Street Acquisition Corporation ("MSAC") completed the acquisition of 14,123,083 outstanding shares of common stock of Main Street Restaurant Group, Inc. (the "Company") pursuant to a tender offer (the "Offer") for all of the Company's outstanding shares of common stock. MSAC is a wholly owned subsidiary of Briad Main Street, Inc. ("BMS"), which is wholly owned and controlled by Mr. Honigfeld.

(2) Pursuant to the merger of MSAC with and into the Company (the "Merger"), all issued and outstanding shares of the Company's common stock owned or acquired in the Offer by Mr. Honigfeld, BMS, and MSAC were cancelled, and each of the 848,921 shares of the Company's common stock not tendered in the Offer was converted into the right to receive \$6.40 in cash.

(3) In connection with the Merger, all 100 issued and outstanding shares of MSAC common stock owned by BMS were converted into 100 shares of the Company's common stock. After the completion of the Merger, all 100 issued and outstanding shares of the Company's common stock were owned by BMS.

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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