

ZURZOLO DEBBY R
Form 4
March 14, 2012

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)
03/12/2012

____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock					26,000	D	
Common stock					757	I	By SEP IRA
Common stock	03/12/2012		M		33,750	A	\$ 20 50,874
Common stock	03/12/2012		M		15,000	A	\$ 20 65,874
Common stock	03/12/2012		S		5,448	D	\$ 30.81 60,426

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Common stock	03/12/2012	S	248	D	\$ 30.79	60,178	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	148	D	\$ 30.77	60,030	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	1,548	D	\$ 30.76	58,482	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	648	D	\$ 30.75	57,834	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	648	D	\$ 30.74	57,186	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	1,712	D	\$ 30.73	55,474	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	200	D	\$ 30.72	55,274	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	500	D	\$ 30.71	54,774	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	400	D	\$ 30.7	54,374	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	500	D	\$ 30.69	53,874	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	18,000	D	\$ 30.68	35,874	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	1,100	D	\$ 30.54	34,774	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	1,100	D	\$ 30.53	33,674	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	3,971	D	\$ 30.52	29,703	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	5,300	D	\$ 30.51	24,403	I	By trust ⁽¹⁾
Common stock	03/12/2012	S	3,529	D	\$ 30.5	20,874	I	By trust ⁽¹⁾
Common stock	03/13/2012	S	2,971	D	\$ 30.65	17,903	I	By trust ⁽¹⁾
Common stock	03/13/2012	S	779	D	\$ 30.64	17,124	I	By trust ⁽¹⁾

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

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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
Options to purchase common stock	\$ 20	03/12/2012		M	33,750	02/06/2008	02/06/2013	Common stock	33,750
Options to purchase common stock	\$ 20	03/12/2012		M	15,000	02/06/2008	02/06/2013	Common stock	15,000

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 03/14/2012
 **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) Held by the Debby R. Chinski Living Trust of which the reporting person is trustee.
- 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.