

FRIENDLY ICE CREAM CORP
 Form 4
 February 11, 2005

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 *
LEDSINGER CHARLES A JR

2. Issuer Name and Ticker or Trading Symbol
FRIENDLY ICE CREAM CORP [frn]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2005

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

10750 COLUMBIA PIKE

(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

SILVER SPRING, MD 20901

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V				
Stock Option (Right to Buy)	\$ 17.375	02/09/2005	D		3,750	<u>(1)</u>	11/14/2007	Common Stock	3,750
Stock Option (Right to Buy)	\$ 17.375	02/09/2005	A		3,750	<u>(1)</u>	02/09/2015	Common Stock	3,750
Stock Option (Right to Buy)	\$ 5.75	02/09/2005	D		2,150	<u>(1)</u>	04/20/2009	Common Stock	2,150
Stock Option (Right to Buy)	\$ 5.75	02/09/2005	A		2,150	<u>(1)</u>	02/09/2015	Common Stock	2,150
Stock Option (Right to Buy)	\$ 2.4	02/09/2005	D		5,000	<u>(1)</u>	07/25/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 2.4	02/09/2005	A		5,000	<u>(1)</u>	02/09/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 7.54	02/09/2005	D		2,000	<u>(1)</u>	07/24/2007	Common Stock	2,000
Stock Option (Right to Buy)	\$ 7.54	02/09/2005	A		2,000	<u>(1)</u>	02/09/2015	Common Stock	2,000
Stock Option (Right to Buy)	\$ 9	02/09/2005	D		6,000	<u>(1)</u>	10/22/2008	Common Stock	6,000
Stock Option	\$ 9	02/09/2005	A		6,000	<u>(1)</u>	02/09/2015	Common Stock	6,000

(Right to Buy)

Stock Option (Right to Buy)	\$ 9.71	10/19/2004	A	3,000	(1)	10/29/2009	Common Stock	3,000
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Stock Option (Right to Buy)	\$ 9.71	02/09/2005	D	3,000	(1)	10/29/2009	Common Stock	3,000
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Stock Option (Right to Buy)	\$ 9.71	02/09/2005	A	3,000	(1)	02/09/2015	Common Stock	3,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEDSINGER CHARLES A JR 10750 COLUMBIA PIKE SILVER SPRING, MD 20901	X			

Signatures

/s/Charles A. Ledsinger, Jr.	02/11/2005
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__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) The option is fully vested.

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.