

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>SCHEDLER DONALD P</u><br><br>(Last) (First) (Middle)<br><u>NATHAN'S FAMOUS, INC.</u><br><u>1400 OLD COUNTRY ROAD</u><br><br>(Street)<br><u>WESTBURY NY US 11590</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NATHANS FAMOUS INC [ NATH ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><br>X <u>Vice President</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/22/2007</u>             |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |   |

**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                    | 02/22/2007                           |  | M                              |   | 2,570   | A          | \$4     | 4,570   | D  |   |
| Common Stock                    | 02/22/2007                           |  | S                              |   | 1,000   | D          | \$15.1  | 3,570   | D  |   |
| Common Stock                    | 02/22/2007                           |  | S                              |   | 333   | D          | \$15.22 | 3,237   | D  |   |
| Common Stock                    | 02/22/2007                           |  | S                              |   | 667   | D          | \$15.2  | 2,570   | D  |   |
| Common Stock                    | 02/22/2007                           |  | S                              |   | 570   | D          | \$15.25 | 2,000   | D  |   |
| Common Stock                    | 02/23/2007                           |  | M                              |   | 380   | A          | \$4     | 2,380   | D  |   |
| Common Stock                    | 02/23/2007                           |  | S                              |   | 380   | D          | \$15.25 | 2,000   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| 1992 Stock Option Plan (Option to Buy)     | \$4  | 02/22/2007                           |  | M                              |   | 2,570  |     | 03/14/1997   | 03/13/2007      | Common Stock  | 2,570                                      | \$0  | 5,380 <sup>(1)</sup>                                      | D  |       |
| 1992 Stock Option Plan (Right to Buy)      | \$4  | 02/23/2007                           |  | M                              |   | 380  |     | 03/14/1997   | 03/13/2007      | Common Stock  | 380  | \$0  | 5,000 <sup>(1)</sup>                                      | D  |       |

**Explanation of Responses:**

1. Does not include options to purchase 10,000 shares under the 1998 Stock Option Plan and options to purchase 17,500 shares under the 2002 Stock Incentive Plan.

/s/ Donald P. Schedler 02/26/2007

\*\* Signature of Reporting Person Date

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

\* 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).

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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