

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>PERLYN DONALD L</u> (Last) (First) (Middle) <u>C/O NATHAN'S FAMOUS, INC.</u> <u>1400 OLD COUNTRY ROAD</u> (Street) <u>WESTBURY NY US 11590</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NATHANS FAMOUS INC [NATH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/26/2009</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	08/26/2009		M		167,558	A	\$3.1875	167,558	D	
Common Stock	08/26/2009		S		100	D	\$13.46	167,458	D	
Common Stock	08/26/2009		S		800	D	\$13.45	166,658	D	
Common Stock	08/26/2009		S		4,100	D	\$13.44	162,558	D	
Common Stock	08/26/2009		S		650	D	\$13.43	161,908	D	
Common Stock	08/26/2009		S		1,719	D	\$13.38	160,189	D	
Common Stock	08/26/2009		S		200	D	\$13.41	159,989	D	
Common Stock	08/26/2009		S		500	D	\$13.3	159,489	D	
Common Stock	08/26/2009		S		1,400	D	\$13.33	158,089	D	
Common Stock	08/26/2009		S		100	D	\$13.2	157,989	D	
Common Stock	08/26/2009		S		1,400	D	\$13.14	156,589	D	
Common Stock	08/26/2009		S		100	D	\$13.13	156,489	D	
Common Stock	08/26/2009		S		400	D	\$13.02	156,089	D	
Common Stock	08/26/2009		S		257	D	\$13.04	155,832	D	
Common Stock	08/26/2009		S		100	D	\$13.05	155,732	D	
Common Stock	08/26/2009		S		400	D	\$13.06	155,332	D	
Common Stock	08/26/2009		S		300	D	\$13.1	155,032	D	
Common Stock	08/26/2009		S		400	D	\$13.11	154,632	D	
Common Stock	08/26/2009		S		59,563	D	\$13	95,069	D	
Common Stock	08/26/2009		S		800	D	\$13.01	94,269	D	
Common Stock	08/26/2009		S		200	D	\$12.9	94,069	D	
Common Stock	08/26/2009		S		200	D	\$12.91	93,869	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					
Stock Options ⁽¹⁾	\$3.1875	08/26/2009		M			167,558	09/30/1999	09/30/2009	Common Stock	\$0	0 ⁽²⁾	D	

Explanation of Responses:

1. options were issued on October 1, 1999 to replace reporting person's options to acquire shares of Miami Subs Corporation ("MSC") in connection with the acquisition of MSC.
2. Does not include options to purchase 40,000 shares granted under the 2000 Stock Incentive Plan, which were granted, vest and expire on various dates and have various exercise prices.

/s/ Donald L. Perlyn

08/26/2009

** 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.

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 Number.