

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* NORBITZ WAYNE			2. Issuer Name and Ticker or Trading Symbol NATHANS FAMOUS INC [NATH]			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) President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2011			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
NATHAN'S FAMOUS, INC ONE JERICHO PLAZA			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) JERICHO NY US 11753								
(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	(A) or (D)	Price			
Common Stock	02/08/2011		S		100	D	\$17.21	79,376 ⁽¹⁾	D	
Common Stock	02/08/2011		S		400	D	\$17.28	78,976 ⁽¹⁾	D	
Common Stock	02/08/2011		S		300	D	\$17.26	78,676 ⁽¹⁾	D	
Common Stock	02/08/2011		S		1,600	D	\$17.25	77,076 ⁽¹⁾	D	
Common Stock	02/08/2011		S		300	D	\$17.07	76,776 ⁽¹⁾	D	
Common Stock	02/08/2011		S		100	D	\$17.1	76,676 ⁽¹⁾	D	
Common Stock	02/08/2011		S		200	D	\$17.08	76,476 ⁽¹⁾	D	
Common Stock	02/09/2011		S		900	D	\$16.97	75,576 ⁽¹⁾	D	
Common Stock	02/09/2011		S		100	D	\$16.85	75,476 ⁽¹⁾	D	
Common Stock	02/09/2011		S		3,998	D	\$17.05	71,478 ⁽¹⁾	D	
Common Stock	02/09/2011		S		2	D	\$17.08	71,476 ⁽¹⁾	D	
Common Stock	02/09/2011		S		200	D	\$17.07	71,276 ⁽¹⁾	D	
Common Stock	02/09/2011		S		716	D	\$17.1	70,560 ⁽¹⁾	D	
Common Stock	02/09/2011		S		484	D	\$17.3	70,076 ⁽¹⁾	D	
Common Stock	02/09/2011		S		200	D	\$17.18	69,876 ⁽¹⁾	D	
Common Stock	02/09/2011		S		100	D	\$17.25	69,776 ⁽¹⁾	D	
Common Stock	02/09/2011		S		200	D	\$17.175	69,576 ⁽¹⁾	D	
Common Stock	02/09/2011		S		100	D	\$17.15	69,476 ⁽¹⁾	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					
2001 Stock Option Plan	\$5.62							06/15/2005	06/14/2014	Common Stock		30,000	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)				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	Amount or Number of Shares				
2002 Stock Incentive Plan	\$13.08							06/14/2007	06/13/2016	Common Stock	25,000		25,000	D	

Explanation of Responses:

1. Includes 3,000 shares held in the estates of Mr. Norbitz's parents, for which he serves as executor.

/s/ Wayne Norbitz

02/10/2011

** 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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