SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
DEVOS RONALD G (Last) (First) (Middle) 1400 OLD COUNTRY ROAD (Street) WESTBURY NY 11590 (City) (State) (Zip)	NATHANS FAMOUS INC [NATH] 3. Date of Earliest Transaction (Month/Day/Year) 03/07/2005 4. If Amendment, Date of Original Filed (Month/Day/Year) 03/09/2005	Director / 10% Owner X Officer (give title below) / Other (specify below) VP Finance, CFO and Secretary 6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/07/2005		M		5,000	A	$4	5,000	D	
Common Stock	03/07/2005		M		1,200	A	$3.9375	6,200	D	
Common Stock	03/07/2005		S		6,200	D	$8	0	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	Amount or Number of Shares				
1992 Stock Option Plan	$4	03/07/2005		M			5,000	03/13/1997	03/12/2007	Common Stock	5,000	$0	12,500(1)	D	
1992 Stock Option Plan	$3.9375	03/07/2005		M			1,200	04/06/1998	04/05/2008	Common Stock	1,200	$0	11,300(1)	D	

Explanation of Responses:

1. Does not include options to purchase 15,000 shares under the 2001 Stock Option Plan and options to purchase 50,000 shares under the 1998 Stock Option Plan.

Remarks:

Ronald G. DeVos — ** Signature of Reporting Person

03/10/2005 — 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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