

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>LEISTNER BARRY</u>  (Last) (First) (Middle) <u>223 WEST 19TH STREET</u>  (Street) <u>NEW YORK NY 10011</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2006</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	03/06/2006		M		10,000	A	\$3.2	10,000	D	
Common Stock	03/06/2006		M		900	A	\$3.9375	10,900	D	
Common Stock	03/06/2006		S		2,000	D	\$11.32	8,900	D	
Common Stock	03/06/2006		S		300	D	\$11.35	8,600	D	
Common Stock	03/06/2006		S		2,000	D	\$10.8	6,600	D	
Common Stock	03/06/2006		S		1,800	D	\$10.88	4,800	D	
Common Stock	03/06/2006		S		500	D	\$10.94	4,300	D	
Common Stock	03/06/2006		S		3,000	D	\$10.9467	1,300	D	
Common Stock	03/06/2006		S		1,100	D	\$11.02	200	D	
Common Stock	03/06/2006		S		66	D	\$10.78	134	D	
Common Stock	03/06/2006		S		100	D	\$10.85	34	D	
Common Stock	03/06/2006		S		34	D	\$11.3	0	D	
Common Stock	03/07/2006		M		6,600	A	\$3.9375	6,600	D	
Common Stock	03/07/2006		M		10,000	A	\$3.3438	16,600	D	
Common Stock	03/07/2006		M		10,000	A	\$3.96	26,600	D	
Common Stock	03/07/2006		M		6,667	A	\$3.81	33,267	D	
Common Stock	03/07/2006		S		10,610	D	\$10.8	22,657	D	
Common Stock	03/07/2006		S		8,843	D	\$10.75	13,814	D	
Common Stock	03/07/2006		S		2,150	D	\$10.85	11,664	D	
Common Stock	03/07/2006		S		1,690	D	\$10.73	9,974	D	
Common Stock	03/07/2006		S		1,000	D	\$10.807	8,974	D	
Common Stock	03/07/2006		S		250	D	\$10.804	8,724	D	
Common Stock	03/07/2006		S		900	D	\$10.95	7,824	D	
Common Stock	03/07/2006		S		200	D	\$10.855	7,624	D	
Common Stock	03/07/2006		S		1,400	D	\$10.86	6,224	D	
Common Stock	03/07/2006		S		600	D	\$10.87	5,624	D	
Common Stock	03/07/2006		S		300	D	\$10.773	5,324	D	
Common Stock	03/07/2006		S		200	D	\$10.98	5,124	D	
Common Stock	03/07/2006		S		600	D	\$10.88	4,524	D	
Common Stock	03/07/2006		S		400	D	\$10.9	4,124	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				
1998 Stock Option Plan	\$3.2	03/06/2006		M			10,000	10/31/2002	10/23/2006	Common Stock	10,000	\$0	17,500	D	
1998 Stock Option Plan	\$3.9375	03/06/2006		M			900	04/06/1999	04/05/2008	Common Stock	900	\$0	16,600	D	
1998 Stock Option Plan	\$3.9375	03/07/2006		M			6,600	04/06/1999	04/05/2008	Common Stock	6,600	\$0	10,000	D	
1998 Stock Option Plan	\$3.3438	03/07/2006		M			10,000	10/29/2000	10/28/2009	Common Stock	10,000	\$0	0	D	
2001 Stock Option Plan	\$3.96	03/07/2006		M			10,000	06/17/2003	06/16/2012	Common Stock	10,000	\$0	10,000	D	
2001 Stock Option Plan	\$3.81	03/07/2006		M			6,667	06/20/2004	06/19/2013	Common Stock	6,667	\$0	3,333	D	

Explanation of Responses:

Remarks:

/s/Barry Leistner

03/08/2006

\*\* 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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