

**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>DEVOS RONALD G</u>  (Last) (First) (Middle) <u>NATHAN'S FAMOUS, INC.</u> <u>1400 OLD COUNTRY ROAD</u>  (Street) <u>WESTBURY NY 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP-Finance, CFO &amp; Sec.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2004</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	11/15/2004		M		8,225	A	\$4.81	8,225	D	
Common Stock	11/15/2004		S		8,225	D	\$6.65	0	D	
Common Stock	11/16/2004		M		1,775	A	\$4.81	1,775	D	
Common Stock	11/16/2004		M		12,500	A	\$3.2	14,275	D	
Common Stock	11/16/2004		S		8,000	D	\$6.701	6,275	D	
Common Stock	11/16/2004		S		6,275	D	\$6.7	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					
1992 Stock Option Plan (Right to Buy)	\$4.81	11/15/2004		M			8,225	01/04/1999	01/03/2005	Common Stock 8,225	\$0	1,775	D	
1992 Stock Option Plan (Right to Buy)	\$4.81	11/16/2004		M			1,775	01/04/1999	01/03/2005	Common Stock 1,775	\$0	0 <sup>(1)</sup>	D	
2001 Stock Option Plan (Right to Buy)	\$3.2	11/16/2004		M			12,500	10/31/2004	10/30/2006	Common Stock 12,500	\$0	0 <sup>(1)</sup>	D	

**Explanation of Responses:**

1. Does not include options to purchase 15,000 shares under the 2001 Stock Option Plan, 50,000 shares under the 1998 Stock Option Plan and 17,500 shares under the 1992 Stock Option Plan.

**Remarks:**

/s/ Ronald DeVos 11/17/2004  
 \*\* 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.