

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Watts Randy</u> (Last) (First) (Middle) <u>C/O: NATHAN'S FAMOUS, INC.</u> <u>1400 OLD COUNTRY ROAD</u> (Street) <u>WESTBURY NY 11590</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/15/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>NATHANS FAMOUS INC [NATH]</u>	
		4. 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 of Franchise Operations</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>2002 Stock Incentive Plan (Right to Buy)</u>	<u>06/15/2005</u>	<u>06/14/2014⁽¹⁾</u>	<u>Comon Stock</u> 10,000	<u>5.62</u>	<u>D</u>	
<u>1992 Stock Option Plan (Right to Buy)</u>	<u>10/31/2002</u>	<u>10/30/2011⁽²⁾</u>	<u>Common Stock</u> 7,500	<u>3.2</u>	<u>D</u>	
<u>1992 Stock Option Plan (Right to Buy)</u>	<u>04/06/1999</u>	<u>04/05/2008⁽³⁾</u>	<u>Common Stock</u> 2,500	<u>3.9375</u>	<u>D</u>	

Explanation of Responses:

- Options vest 33 1/3% on 6/15/05, 6/15/06 and 6/15/07.
- Options vest 25% on 10/31/02, 10/31/03, 10/31/04 and 10/31/05.
- Options vested 50% on each of 4/6/99 and 4/6/00.

Remarks:

/s/Randy Watts 06/23/2004
 ** 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 5 (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.