

MILNE DAVID C
Form 4
February 11, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILNE DAVID C

2. Issuer Name and Ticker or Trading Symbol
STEAK & SHAKE CO [SNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
36 S. PENNSYLVANIA, SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel; Secretary

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46204

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/09/2009 | | F | | 1,393 | D | 6.77 |
| | | | | | | | \$ |
| | | | | | | | (3) |
| | | | | | | | 28,809 |
| | | | | | | | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option | \$ 17.14 | | | | | 08/04/2004 ⁽¹⁾ 08/04/2009 ⁽¹⁾ | Common Stock | 5,000 |
| Option | \$ 16.51 | | | | | 05/08/2008 ⁽²⁾ 05/08/2017 ⁽²⁾ | Common Stock | 1,800 |
| Option | \$ 19.75 | | | | | 09/14/2005 ⁽¹⁾ 09/14/2010 ⁽¹⁾ | Common Stock | 6,000 |
| Option | \$ 17.47 | | | | | 02/08/2007 ⁽²⁾ 02/08/2016 ⁽²⁾ | Common Stock | 6,900 |
| Option | \$ 19.71 | | | | | 02/21/2005 ⁽⁴⁾ 02/21/2010 ⁽⁴⁾ | Common Stock | 1,574 |
| Option | \$ 15.1 | | | | | 05/11/2007 ⁽⁴⁾ 05/01/2012 ⁽⁴⁾ | Common Stock | 1,954 |
| Option | \$ 17.17 | | | | | 09/29/2006 ⁽⁴⁾ 09/29/2011 ⁽⁴⁾ | Common Stock | 288 |
| Option | \$ 17.72 | | | | | 02/06/2008 ⁽²⁾ 02/06/2017 ⁽²⁾ | Common Stock | 6,700 |
| Option | \$ 7.48 | | | | | 04/12/2009 ⁽²⁾ 04/12/2018 ⁽²⁾ | Common Stock | 22,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILNE DAVID C 36 S. PENNSYLVANIA SUITE 500 INDIANAPOLIS, IN 46204 | | | VP, General Counsel; Secretary | |

Signatures

David C. Milne 02/11/2009
Date

Signature of
Reporting Person

Explanation of Responses:

- * 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).
- (1) These options vest over a five year period, with 20% vesting on the date of grant and the remainder on each anniversary thereof in 20% increments.
- (2) These options vest over a five year period, with 25% vesting on the first anniversary of the date of grant and the remainder vesting on subsequent anniversaries.
- (3) These shares were withheld by the Company to pay the tax withholding obligation resulting from the vesting of 4,100 shares of restricted stock.
- (4) These are "reload" options granted under the Company's Employee Stock Option Plan. They are fully vested on the date of grant and expire five years from date of grant.

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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