

CHEESECAKE FACTORY INC  
 Form 4  
 October 29, 2013

**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 \*  
**BENN DOUG**

2. Issuer Name and Ticker or Trading Symbol  
**CHEESECAKE FACTORY INC  
 [CAKE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**26901 MALIBU HILLS RD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/28/2013**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec VP, CFO

**CALABASAS HILLS, CA 91301**  
 (City) (State) (Zip)

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

**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 or Price		
Common Stock	10/28/2013		M		7,500 <u>(1)</u>	A	\$ 9.2 32,315 D
Common Stock	10/28/2013		S		4,622 <u>(1)</u>	D	\$ 47 27,693 D
Common Stock	10/28/2013		S		226 <u>(1)</u>	D	\$ 46.94 27,467 D
Common Stock	10/28/2013		S		1,000 <u>(1)</u>	D	\$ 46.95 26,467 D
Common Stock	10/28/2013		S		200 <u>(1)</u>	D	\$ 46.97 26,267 D

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Common Stock	10/28/2013	S	100 <sup>(1)</sup>	D	\$ 46.98	26,167	D	
Common Stock	10/28/2013	S	300 <sup>(1)</sup>	D	\$ 47.01	25,867	D	
Common Stock	10/28/2013	S	100 <sup>(1)</sup>	D	\$ 47.02	25,767	D	
Common Stock						30,000 <sup>(2)</sup>	D	
Common Stock						5,000	I	By IRA

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

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(9-02)

**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 (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
Employee Stock Option (right to buy)	\$ 9.2	10/28/2013		M	7,500	02/05/2010 02/05/2017	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENN DOUG 26901 MALIBU HILLS RD CALABASAS HILLS, CA 91301			Exec VP, CFO	

## Signatures

W. Douglas

Benn

10/29/2013

\_\_Signature of  
Reporting Person

Date

## 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) Pursuant to 10b5-1 trading plan.

(2) Shares of restricted stock subject to forfeiture.

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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