

WESTERN SIZZLIN CORP
Form 4
October 23, 2006

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 *
SONKIN PAUL D

2. Issuer Name and Ticker or Trading Symbol
WESTERN SIZZLIN CORP
[WSZL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
460 PARK AVENUE, 12TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/18/2006

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
see footnote #1

NEW YORK, NY 10022-

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

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$.01 par value ⁽¹⁾ | 10/18/2006 | | S | 700 D \$ 9.89 | 100,579 | I ⁽²⁾ | By Hummingbird Microcap Value Fund, LP ⁽³⁾ |
| Common Stock, \$.01 par value | 10/19/2006 | | S | 11,618 D \$ 9.5831 | 88,961 | I ⁽²⁾ | By Hummingbird Microcap Value Fund, LP ⁽³⁾ |
| | 10/20/2006 | | S | 8,880 D | 80,081 | I ⁽²⁾ | |

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| | | | | | | | | | |
|-------------------------------|------------|---|--------|---|-----------|---------|------------------|--|---|
| Common Stock, \$.01 par value | | | | | \$ 9.5013 | | | | By Hummingbird Microcap Value Fund, LP ⁽³⁾ |
| Common Stock, \$.01 par value | 10/18/2006 | S | 700 | D | \$ 9.89 | 103,739 | I ⁽⁴⁾ | | By Hummingbird Value Fund, LP ⁽⁵⁾ |
| Common Stock, \$.01 par value | 10/19/2006 | S | 11,983 | D | \$ 9.5831 | 91,756 | I ⁽⁴⁾ | | By Hummingbird Value Fund, LP ⁽⁵⁾ |
| Common Stock, \$.01 par value | 10/20/2006 | S | 8,609 | D | \$ 9.5013 | 83,147 | I ⁽⁴⁾ | | By Hummingbird Value Fund, LP ⁽⁵⁾ |
| Common Stock, \$.01 par value | 10/18/2006 | S | 600 | D | \$ 9.89 | 12,975 | I ⁽⁶⁾ | | By Tarsier Nanocap Value Fund ⁽⁷⁾ |
| Common Stock, \$.01 par value | 10/19/2006 | S | 1,499 | D | \$ 9.5831 | 11,476 | I ⁽⁶⁾ | | By Tarsier Nanocap Value Fund ⁽⁷⁾ |
| Common Stock, \$.01 par value | 10/20/2006 | S | 1,111 | D | \$ 9.5013 | 10,365 | I ⁽⁶⁾ | | By Tarsier Nanocap Value Fund ⁽⁷⁾ |

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

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 control number.

SEC 1474
(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 Acquired (A) or Disposed of (D) (Instr. 3, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | | | | | | |

4, and 5)

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| SONKIN PAUL D 460 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022- | | X | | see footnote #1 |
| HUMMINGBIRD MANAGEMENT LLC 460 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022 | | X | | |
| HUMMINGBIRD VALUE FUND LP 460 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022 | | X | | |
| HUMMINGBIRD MICROCAP VALUE FUND LP 460 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022 | | X | | |
| HUMMINGBIRD CAPITAL LLC 460 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022 | | X | | |
| TARSIER NANOCAP VALUE FUND, LP 460 PARK AVENUE 12TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|--|------------|
| By: /s/ Paul D. Sonkin | 10/23/2006 |
| **Signature of Reporting Person | Date |
| By: Hummingbird Management, LLC, By: /s/ Paul D. Sonkin, Managing Member | 10/23/2006 |
| **Signature of Reporting Person | Date |
| By: Hummingbird Capital, LLC, General Partner, By: /s/ Paul D. Sonkin, Managing Member | 10/23/2006 |
| **Signature of Reporting Person | Date |
| | 10/23/2006 |

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By: Hummingbird Capital, LLC, General Partner, By: /s/ Paul D. Sonkin, Managing Member

__Signature of Reporting Person

Date

By: Hummingbird Capital, LLC, By: /s/ Paul D. Sonkin, Managing Member

10/23/2006

__Signature of Reporting Person

Date

By: Hummingbird Capital, LLC, By: /s/ Paul D. Sonkin, Managing Member

10/23/2006

__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).

This Form 4 is jointly filed by Paul D. Sonkin, The Hummingbird Value Fund, L.P. (HVF), The Hummingbird Microcap Value Fund, L.P. (Microcap), The Tarsier Nanocap Value Fund, L.P. (Tarsier), Hummingbird Capital, LLC and Hummingbird Management, LLC. Paul D. Sonkin is the Managing Member of (a) Hummingbird Capital, LLC, the general partner of HVF, Microcap, and Tarsier, and (b)

(1) Hummingbird Management, LLC, the investment manager to HVF, Microcap and Tarsier. Accordingly, each of Paul D. Sonkin, Hummingbird Capital, LLC and Hummingbird Management, LLC may be deemed to beneficially own the securities owned by HVF, Microcap and Tarsier reported herein. The Reporting Persons are members of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Common Stock.

Owned directly by The Hummingbird Microcap Value Fund, L.P. and indirectly by Paul D. Sonkin, Hummingbird Capital, LLC and

(2) Hummingbird Management, LLC, each of which disclaims beneficial ownership of the securities owned by The Hummingbird Value Microcap Fund, L.P., except to the extent that each such party has an interest, if any, in The Hummingbird Microcap Value Fund, L.P.

(3) Sold by The Hummingbird Microcap Value Fund, L.P.

Owned directly by The Hummingbird Value Fund, L.P. and indirectly by Paul D. Sonkin, Hummingbird Capital, LLC and Hummingbird

(4) Management, LLC, each of which disclaims beneficial ownership of the securities owned by The Hummingbird Value Fund, L.P., except to the extent that each such party has an interest, if any, in The Hummingbird Value Fund, L.P.

(5) Sold by The Hummingbird Value Fund, L.P.

Owned directly by The Tarsier Nanocap Value Fund, L.P., and indirectly by Paul D. Sonkin, Hummingbird Capital, LLC and

(6) Hummingbird Management, LLC, each of which disclaims beneficial ownership of the securities owned by The Tarsier Nanocap Value Fund, L.P., except to the extent that each such party has an interest, if any, in The Tarsier Nanocap Value Fund, L.P.

(7) Sold by The Tarsier Nanocap Value Fund, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.