

FAMOUS DAVES OF AMERICA INC

Form 4

May 17, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
RIESEN DEAN A2. Issuer Name and Ticker or Trading
Symbol
FAMOUS DAVES OF AMERICA
INC [DAVE]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3333 E. CAMELBACK ROAD,
SUITE 2533. Date of Earliest Transaction
(Month/Day/Year)
05/15/2006☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)(Street)
PHOENIX, AZ 850184. 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

(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 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)
Common Stock, \$.01 par value	05/15/2006		P	1,100 A	\$ 15.116	84,900	D
Common Stock, \$.01 par value	05/15/2006		P	100 A	\$ 15.204	85,000	D

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

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information contained in this form are not
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(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (1)	\$ 4.16					06/13/2004	06/13/2013	Common Stock, \$.01 par value	5,000
Director Stock Option (1)	\$ 6					(2)	08/29/2013	Common Stock, \$.01 par value	25,000
Director Stock Option (1)	\$ 6.72					05/14/2005	05/14/2014	Common Stock, \$.01 par value	5,000
Director Stock Option (1)	\$ 10.98					05/13/2006	05/13/2015	Common Stock, \$.01 par value	5,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

RIESEN DEAN A
3333 E. CAMELBACK ROAD, SUITE 253 X
PHOENIX, AZ 85018

Signatures

/s/ Diana Purcel, by power of attorney for Dean A.
Riesen

05/16/2006

**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).
- (1) Pursuant to Rule 16b-3 (right to buy).
- (2) 6,250 shares each vest on 8/29/04, 8/29/05 and 8/29/06.

Remarks:

Exhibit 24.1 Power of Attorney incorporated by reference to Exhibit 24.1 attached to the Reporting Person's Form 4 dated May

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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