

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**

SEC Accession No. **0001179110-05-008643**

([HTML Version](#) on secdatabase.com)

ISSUER

FAMOUS DAVES OF AMERICA INC

CIK: **1021270** | IRS No.: **411782300** | State of Incorporation: **MN** | Fiscal Year End: **1231**
SIC: **5812** Eating places

Mailing Address
8091 WALLACE ROAD
EDEN PRAIRIE MN 55344

Business Address
8091 WALLACE ROAD
EDEN PRAIRIE MN 55344
952-294-1300

REPORTING OWNER

GORONKIN DAVID

CIK: **1101775**
Type: **4** | Act: **34** | File No.: **000-21625** | Film No.: **05791399**

Business Address
10260 VIKING DRIVE
EDEN PRAIRIE MN 55344
6129424721

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

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

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

1. Name and Address of Reporting Person GORONKIN DAVID			2. Issuer Name and Ticker or Trading Symbol FAMOUS DAVES OF AMERICA INC [DAVE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title <input type="checkbox"/> Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2005					
8091 WALLACE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
EDEN PRAIRIE, MN 55344								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.01 par value	05/02/2005		P		500	A	\$11.04	30,100	D	
Common Stock, \$.01 par value	05/02/2005		P		70	A	\$11.03	30,170	D	
Common Stock, \$.01 par value	05/02/2005		P		1,359	A	\$11.05	31,529	D	
Common Stock, \$.01 par value	05/02/2005		P		100	A	\$10.85	31,629	D	
Common Stock, \$.01 par value	05/02/2005		P		630	A	\$10.84	32,259	D	
Common Stock, \$.01 par value	05/02/2005		P		300	A	\$10.88	32,559	D	
Common Stock, \$.01 par value	05/02/2005		P		41	A	\$10.83	32,600	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

											Number of Shares			
Employee Stock Option ⁽¹⁾	\$4.1						(2)	08/11/2014	Common Stock, \$.01 par value	200,000		200,000	D	
Employee Stock Option ⁽¹⁾	\$6.15						(3)	02/18/2014	Common Stock, \$.01 par value	62,000		62,000	D	

Explanation of Responses:

1. Pursuant to Rule 16b-3 (right to buy).
2. Option vests as follows: 66,667 shares on 8/11/04 (4,500 of which was exercised on 3/14/05), 66,667 on 8/11/05, and 66,666 shares on 8/11/06.
3. 15,500 shares each vest on 2/18/05, 2/18/06, 2/18/07 and 2/18/08.

Signatures

/s/ Diana Purcel, as attorney-in-fact
 ** Signature of Reporting Person

05/02/2005
 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 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).

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.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, David Goronkin, has authorized and designated Diana Purcel to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Famous Dave's of America, Inc. The authority of Diana Purcel under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to his ownership of or transactions in securities of Famous Dave's of America, Inc., unless earlier revoked in writing. The undersigned acknowledges that Diana Purcel is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: 8/4/04

 /s/ David Goronkin
David Goronkin