

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2005-12-12**

SEC Accession No. **0000935226-06-000005**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### STURGES ROBERT B

CIK: **1253781**

Type: **4** | Act: **34** | File No.: **000-26396** | Film No.: **06512110**

Mailing Address

*8685 NW 53 TERRANCE*

*STE 201*

*MIAMI FL 33166*

### ISSUER

#### BENIHANA INC

CIK: **935226** | IRS No.: **650538630** | State of Incorporation: **DE** | Fiscal Year End: **0328**

SIC: **5812** Eating places

Mailing Address

*8685 NW 53RD TERRACE*

*MIAMI FL 33166*

Business Address

*8685 NW 53RD TERRACE*

*MIAMI FL 33166*

*3055930770*

# FORM 4

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

## 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

### 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 <b>STURGES ROBERT B</b>			2. Issuer Name and Ticker or Trading Symbol <b>BENIHANA INC [BNHN/BNHNA]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2005			
C/O BENIHANA INC., 8685 NORTHWEST 53 TERRACE						
(Street)			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	
MIAMI, FL 33166						
(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			

**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	Title	Amount or Number of Shares				
Option to Buy	\$13.22							06/05/2003	06/05/2013	Class A Common Stock	5,000		5,000	D	
Option to Buy	\$11.45							08/21/2003	08/21/2013	Class A Common Stock	10,000		10,000	D	
Option to Buy	\$11.35							09/28/2004 <sup>(1)</sup>	09/28/2014	Class A Common Stock	10,000		10,000	D	
Option to Buy	\$22.36	12/12/2005		A		10,000		12/12/2005 <sup>(2)</sup>	12/12/2015	Class A Common Stock	10,000	\$ 0	10,000	D	

**Explanation of Responses:**

1. Two-thirds currently exercisable; one-third exercisable 9-28-06.
2. One-third currently exercisable; one-third exercisable 12-12-06; one-third exercisable 12-12-07.

**Signatures**

Robert B. Sturges

\*\* Signature of Reporting Person

01/05/2006

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.**