

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5/A

Annual statement of changes in beneficial ownership of securities [amend]

Filing Date: **2004-02-12** | Period of Report: **2003-12-29**  
SEC Accession No. **000116679-04-000215**

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### ISSUER

#### **SMITH & WOLLENSKY RESTAURANT GROUP INC**

CIK: **1137047** | IRS No.: **582350980** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **5812** Eating places

Mailing Address  
114 1ST AVENUE  
NEW YORK NY 10021

Business Address  
114 1ST AVENUE  
NEW YORK NY 10021  
2128382061

### REPORTING OWNER

#### **ZURIFF EUGENE I**

CIK: **1140865** | State of Incorporation: **TX** | Fiscal Year End: **1231**  
Type: **5/A** | Act: **34** | File No.: **001-16505** | Film No.: **04591630**

Mailing Address  
C/O SMITH WOLLENSKY  
RESTAURANT GROUP INC  
1114 FIRST AVENUE  
NEW YORK NY 10021

Business Address  
C/O SMITH WOLLENSKY  
RESTAURANT GROUP INC  
1114 FIRST AVENUE  
NEW YORK NY 10021

# FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0362  
Expires: 02/28/2011  
Estimated average burden  
hours per response 1.0

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

Form 3 Holdings Reported

Form 4 Transactions Reported

### ANNUAL 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>ZURIFF EUGENE I</b>			2. Issuer Name and Ticker or Trading Symbol <b>SMITH &amp; WOLLENSKY RESTAURANT GROUP INC [SWRG]</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) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/29/2003			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O THE SMITH & WOLLENSKY RESTAURANT, GROUP, INC., 1114 FIRST AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year) 02/11/2004					
(Street) NEW YORK, NY 10021								
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							25,000	D	
Common Stock							5,000	I	See footnote (1)

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$5.7						(2)	07/09/2011	Common Stock	30,000	30,000	D	
Stock Option (right to buy)	\$3.88						(3)	09/05/2012	Common Stock	3,333	3,333	D	

Stock Option (right to buy)	\$5.04	06/25/2003		<u>A</u>	10,000		(4)	06/25/2013	Common Stock	10,000	\$ 0 (5)	10,000	D
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**Explanation of Responses:**

1. These shares are owned by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
2. On July 9, 2001, the Reporting Person was granted an option to purchase 30,000 shares of common stock of the Issuer. The option vests in five annual equal installments on July 9, 2002, 2003, 2004, 2005, and 2006.
3. On March 4, 2002, the Reporting Person tendered to the Issuer, for cancellation, options granted to the Reporting Person on February 28, 1998. In exchange, the Reporting Person received a replacement option on September 5, 2002. This option is fully vested.
4. On June 25, 2003, the Reporting Person was granted an option to purchase 10,000 shares of common stock of the Issuer. The option vests in five annual equal installments on June 25, 2004, 2005, 2006, 2007, and 2008.
5. The option was granted pursuant to the Issuer's 2001 Stock Incentive Plan.

**Signatures**

Eugene I. Zuriff

\*\* Signature of Reporting Person

02/11/2004

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.**