

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

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REPORTING OWNER

ROSS FRAN V

CIK: **1209115**

Type: **4** | Act: **34** | File No.: **001-13320** | Film No.: **041200222**

Mailing Address

999 BROADWAY STE 400
SAUGUS MA 01906

ISSUER

BOSTON RESTAURANT ASSOCIATES INC

CIK: **926295** | IRS No.: **611162263** | State of Incorporation: **DE** | Fiscal Year End: **0425**

SIC: **5812** Eating places

Mailing Address

999 BROADWAY
SUITE 400
SAUGUS MA 01906-3206

Business Address

999 BROADWAY
SUITE 400
SAUGUS MA 01906-3209
7812317575

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 ROSS FRAN V			2. Issuer Name and Ticker or Trading Symbol BOSTON RESTAURANT ASSOCIATES INC [BRAI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President & CFO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/21/1995			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		
999 BROADWAY, SUITE 400			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SAUGUS, MA 01906								
(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	04/01/1997		P		100	A	\$0.94	100	D	
Commin Stock ⁽¹⁾	03/25/1998		P		24,801	A	\$1	24,801	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						Title
Incentive Stock Option (right to purchase) ⁽²⁾	\$0.94	11/21/1995		A		24,900		03/01/1996	11/21/2005	Common Stock	24,900	\$0.94	24,900	D	
Option Exercise	\$0.94	04/01/1997		M		100		03/01/1996	⁽³⁾	Common Stock	100	\$0.94	100	D	

Incentive Stock Option (right to purchase) (4)	\$1.1125	03/07/1997		<u>A</u>	30,000		03/07/1998	03/07/2007	Common Stock	30,000	\$1.1125	30,000	D
Incentive Stock Option (right to purchase) (5)	\$0.969	09/10/1998		<u>A</u>	15,000		09/10/1999	09/09/2008	Common Stock	15,000	\$0.969	15,000	D
Incentive Stock Option (right to purchase) (6)	\$0.45	12/10/2004		<u>A</u>	20,000		06/10/2005	12/09/2009	Common Stock	20,000	\$0.45	20,000	D

Explanation of Responses:

1. Stock issued pursuant to S-2 Registration effective February 26, 1998 ("The Rights Offering)
2. Represents an option to purchase common stock of the Issuer at a purchase price of \$.94 per share which was issued pursuant to the Issuer's 1994 Combination Stock Option Plan. The option is exercisable with respect 21% of the total on January 1, 1996; 42% of the total of January 1, 1997; 63% of the total of January 1, 1997; 63% of the total on January 1, 1998; 84% of the total on January 1, 1999; and 100% of the total on January 1, 2000.
3. Exercised 100 options which converted to 100 shares of Common Stock.
4. Represents an option to purchase common stock of the Issuer at a purchase price of \$1.1125 per share which was issued pursuant to the Issuer's 1994 Combination Stock Option Plan. The option vests annually in 20% increments commencing one year from the date of grant.
5. Represents an option to purchase common stock of the Issuer at a purchase price of \$.969 per share which was issued pursuant to the Issuer's 1994 Combination Stock Option Plan. The option vests annually in 20% increments commencing one year from the date of grant.
6. Grant to reporting person of option to purchase 20,000 shares of Common Stock of the Issuer under the issuer's 2002 Combination Stock Option and Share Award Plan.

Signatures

/s/ Fran V. Ross

** Signature of Reporting Person

12/10/2004

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.

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