

ULRICH GARRETT J
Form 4
September 13, 2007

FORM 4

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

OMB APPROVAL

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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 *
ULRICH GARRETT J

2. Issuer Name and Ticker or Trading Symbol
FRIENDLY ICE CREAM CORP
[frn]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1855 BOSTON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Human Resources

WILBRAHAM, MA 01095

(City) (State) (Zip)

4. 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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/30/2007		D	25,631 D (1)	0	D	
Common Stock	08/30/2007		A	5,901 A (2)	5,901	D	
Common Stock	08/30/2007		D	5,901 D (1) (2)	0	D	

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

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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. Amount or Number of Shares
Stock Options	\$ 3.875	08/30/2007		D	20,000	<u>(3)</u> 03/27/2010	Common Stock	20,000
Stock Options	\$ 2.4	08/30/2007		D	7,500	<u>(4)</u> 07/25/2011	Common Stock	7,500
Stock Options	\$ 12.45	08/30/2007		D	5,113	<u>(5)</u> 02/23/2009	Common Stock	5,113
Stock Options	\$ 8.86	08/30/2007		D	7,382	<u>(6)</u> 02/09/2010	Common Stock	7,382
Stock Options	\$ 8.1	08/30/2007		D	11,717	<u>(7)</u> 03/21/2011	Common Stock	11,717
Stock Options	\$ 14.5	08/30/2007		D	6,976	<u>(8)</u> 03/08/2012	Common Stock	6,976

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ULRICH GARRETT J 1855 BOSTON ROAD WILBRAHAM, MA 01095			VP, Human Resources	

Signatures

/s/ Garrett J. Ulrich
09/13/2007

**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).

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(1) Disposed in connection with the merger of the issuer with Freeze Operations, Inc. pursuant to that certain agreement and plan of merger dated June 17, 2007, by and among the issuer, Freeze Operations Holding Corp. and Freeze Operations, Inc. (the "Merger"), in exchange for the right to receive a cash payment equal to \$15.50 per share.

(2) In connection with the Merger, the 2007 Threshold EBITDA under the 2003 Incentive Plan (2007 Long-Term Incentive Plan) was deemed to have been achieved and the reporting person became entitled to receive 5,901 shares, which shares were canceled in the Merger in exchange for the right to receive a cash payment equal to \$15.50 per share.

(3) These options became fully vested on December 20, 2004, and were canceled in connection with the Merger in exchange for a cash payment of \$232,500.00, representing the difference between the exercise price of the options and \$15.50 per share.

(4) These options became fully vested on December 20, 2004, and were canceled in connection with the Merger in exchange for a cash payment of \$98,250.00, representing the difference between the exercise price of the options and \$15.50 per share.

(5) These options became fully vested on December 20, 2004, and were canceled in connection with the Merger in exchange for a cash payment of \$15,594.65, representing the difference between the exercise price of the options and \$15.50 per share.

(6) These options, which provided for vesting in three equal annual installments commencing on February 9, 2006, were accelerated and became fully vested, and were canceled in connection with the Merger in exchange for a cash payment of \$49,016.48, representing the difference between the exercise price of the options and \$15.50 per share.

(7) These options, which provided for vesting in three equal annual installments commencing on March 21, 2007, were accelerated and became fully vested, and were canceled in connection with the Merger in exchange for a cash payment of \$86,705.80, representing the difference between the exercise price of the options and \$15.50 per share.

(8) These options, which provided for vesting in three equal annual installments commencing on March 8, 2008, were accelerated and became fully vested, and were canceled in connection with the Merger in exchange for a cash payment of \$6,976.00, representing the difference between the exercise price of the options and \$15.50 per share.

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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