

Gordon David M
Form 3
February 22, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Gordon David M</p> <p>(Last) (First) (Middle)</p> <p>C/O THE CHEESECAKE FACTORY INC.,Â 26901 MALIBU HILLS DRIVE</p> <p>(Street)</p> <p>CALABASAS HILLS,Â CAÂ 91301</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/18/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CHEESECAKE FACTORY INC [CAKE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common stock | 3,310 | D | Â |
| Common stock | 19,400 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|---|
| Employee Stock Option (right to buy) | Â (2) | 11/22/2014 | Common Stock | 60,000 | \$ 31.7733 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 01/20/2016 | Common Stock | 8,000 | \$ 35.84 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 01/04/2017 | Common Stock | 8,000 | \$ 25.1 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 01/03/2018 | Common Stock | 2,000 | \$ 21.17 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 07/03/2018 | Common Stock | 8,000 | \$ 15.33 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 02/05/2017 | Common Stock | 9,000 | \$ 9.2 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 02/05/2017 | Common Stock | 4,000 | \$ 9.2 | D | Â |
| Employee Stock Option (right to buy) | Â (9) | 03/04/2018 | Common Stock | 6,000 | \$ 24.69 | D | Â |
| Employee Stock Option (right to buy) | Â (10) | 01/06/2019 | Common Stock | 15,000 | \$ 31.1 | D | Â |
| Employee Stock Option (right to buy) | Â (11) | 01/05/2020 | Common Stock | 18,500 | \$ 29.29 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gordon David M C/O THE CHEESECAKE FACTORY INC. 26901 MALIBU HILLS DRIVE CALABASAS HILLS, CA 91301 | Â | Â | Â President | Â |

Signatures

David M.
Gordon 02/22/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Shares of restricted stock subject to forfeiture. 1,400 shares vest 7/3/2013; 1,000 shares vest 2/5/2014; 3,000 shares vest 50% on each of 2/5/14 and 2/5/15; 6,500 shares vest 60% on 1/6/14 and 20% on each of 1/6/15 and 1/6/16; 7,500 shares vest 60% on 1/5/15 and 20% on each of 1/5/16 and 1/5/17.
- (2) The option is exercisable in five equal annual installments. The first installment became exercisable 11/22/05, and the next four installments became exercisable on each of 11/22/06, 11/22/07, 11/22/08 and 11/22/09.
- (3) The option is exercisable in five equal annual installments. The first installment became exercisable 01/20/07, and the next four installments became exercisable on each of 01/20/08, 01/20/09, 01/20/10 and 01/20/11.
- (4) The option is exercisable in five equal annual installments. The first installment became exercisable 01/04/08, and the next four installments became exercisable on each of 01/04/09, 01/04/10, 01/04/11 and 01/04/12.
- (5) The option is exercisable in five equal annual installments. The first installment became exercisable 01/03/09, and the next four installments became exercisable on each of 01/03/10, 01/03/11, 01/03/12 and 01/03/13.
- (6) The option is exercisable in five equal annual installments. The first four installments became exercisable on each of 07/03/09 07/03/10, 07/03/11 and 07/03/12. The fifth installment becomes exercisable on 07/03/13.
- (7) The option is exercisable in five equal annual installments beginning on the second anniversary of the grant date. The first three installments became exercisable 02/05/11, 02/05/12 and 02/05/13. The next two installments become exercisable on 02/05/14 and 02/05/15.
- (8) The option is exercisable in five equal annual installments. The first four installments became exercisable 02/05/10, 02/05/11, 02/05/12 and 02/05/13. The fifth installment becomes exercisable on 02/05/14.
- (9) The option is exercisable in five equal annual installments. The first two installments became exercisable 03/04/11 and 03/04/12, and the next three installments become exercisable on each of 03/04/13, 03/04/14 and 03/04/15.
- (10) The option is exercisable in five equal annual installments. The first two installments became exercisable on each of 01/06/12 and 01/06/13. The next three installments become exercisable on each of 01/06/14, 01/06/15 and 01/06/16.
- (11) The option is exercisable in five equal annual installments. The first installment became exercisable on 01/05/13, and the next four installments become exercisable on each of 01/05/14, 01/05/15, 01/05/16 and 01/05/17.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.