

OVERTON DAVID
 Form 4
 October 25, 2005

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 *
OVERTON DAVID

2. Issuer Name and Ticker or Trading Symbol
CHEESECAKE FACTORY INCORPORATED [CAKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 26950 AGOURA ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and C.E.O.

CALABASAS HILLS, CA 91301

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

(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 or Price | | |
| Common Stock | 10/21/2005 | | M | | 20,250 A \$ 5.33 | 4,060,499 | D |
| Common Stock | 10/21/2005 | | M | | 33,750 A \$ 8.48 | 4,094,249 | D |
| Common Stock | 10/21/2005 | | M | | 33,750 A \$ 10.87 | 4,127,999 | D |
| Common Stock | 10/21/2005 | | S | | 87,750 D \$ 34.2 | 4,040,249 | D |
| Common Stock | | | | | | 65,137 | I |
| | | | | | | | By Spouse (1) |

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

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------------|---|--------------|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase (Right to Buy) | \$ 5.33 | 10/21/2005 | | M | | 20,250 | | 01/23/2003 | 01/23/2008 | Common Stock | 20,250 |
| Option to Purchase (Right to Buy) | \$ 8.48 | 10/21/2005 | | M | | 33,750 | | 01/31/2003 | 01/31/2010 | Common Stock | 33,750 |
| Option to Purchase (Right to Buy) | \$ 10.87 | 10/21/2005 | | M | | 33,750 | | 04/14/2003 | 04/14/2010 | Common Stock | 33,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OVERTON DAVID 26950 AGOURA ROAD CALABASAS HILLS, CA 91301 | X | | Chairman and C.E.O. | |

Signatures

Jane Vallaire,
Attorney-in-Fact

10/25/2005

**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).

(1) Mr. Overton disclaims any beneficial ownership of shares reported by his spouse.

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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