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MAIN STREET & MAIN INC
Form DEFA14A
May 07, 2003

OMB APPROVAL

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY
(AS PERMITTED BY RULE 14a-6(e) (2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to ss.240.14a-11(c) or ss.240.14a-12

MAIN STREET AND MAIN INCORPORATED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant
to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is
calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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- [] Fee paid previously with preliminary materials:
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid: _____
- 2) Form, Schedule or Registration Statement No.: _____
- 3) Filing Party: _____
- 4) Date Filed: _____

IMPORTANT NOTICE

THE ACCOMPANYING PROXY STATEMENT WAS INADVERTENTLY PRINTED
WITH THE PRIOR YEAR'S PERFORMANCE GRAPH.
AS A RESULT, PAGE 15 OF THE ACCOMPANYING PROXY STATEMENT SHOULD BE REPLACED
IN ITS ENTIRETY WITH THE FOLLOWING:

PERFORMANCE GRAPH

The following line graph compares cumulative total stockholder returns for (a) our common stock; (b) the Nasdaq Stock Market (U.S.) Index; and (c) the Dow Jones Restaurants Index.

The graph assumes an investment of \$100 in each of our common stock, the Nasdaq Stock Market Index, and the Dow Jones Restaurants Index on December 29, 1997. The calculation of cumulative stockholder return on each of the indexes includes reinvestment of dividends, but the calculation of cumulative stockholder return on our common stock does not include reinvestment of dividends because we did not pay dividends during the measurement period. The stock price and the performance of the indexes shown in the graph are not necessarily indicative of future results.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN
AMONG MAIN STREET AND MAIN INCORPORATED,
THE NASDAQ STOCK MARKET (U.S.) INDEX
AND THE DOW JONES US RESTAURANTS INDEX

[GRAPH]

	CUMULATIVE TOTAL RETURN					
	12/29/97	12/28/98	12/27/99	12/25/00	12/31/01	12/31/02
MAIN STREET AND MAIN INCORPORATED	100.00	110.75	109.70	103.23	169.98	65.00
NASDAQ STOCK MARKET (U.S.)	100.00	143.22	261.16	163.90	127.55	88.00
DOW JONES US RESTAURANTS	100.00	138.94	141.35	126.68	128.32	103.00