

BIGLARI, SARDAR
Form 4
November 13, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LION FUND, L.P.

(Last) (First) (Middle)

9311 SAN PEDRO AVENUE,
SUITE 1440,

(Street)

SAN ANTONIO, TX 78216

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEAK & SHAKE CO [SNS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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, par value \$.50 (1) | 11/06/2009 | | J | | 434,460 (2) | A | \$ 0 |
| | | | | | 1,508,460 | D (3) | |

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

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SEC 1474 (9-02)

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

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LION FUND, L.P. 9311 SAN PEDRO AVENUE, SUITE 1440 SAN ANTONIO, TX 78216 | | X | | |
| BIGLARI CAPITAL CORP. C/O THE LION FUND L.P. 9311 SAN PEDRO AVENUE, SUITE 1440 SAN ANTONIO, TX 78216 | | X | | |
| BIGLARI, SARDAR C/O THE LION FUND, L.P. 9311 SAN PEDRO AVENUE, SUITE 1440 SAN ANTONIO, TX 78216 | X | X | Chief Executive Officer | |

Signatures

By: The Lion Fund L.P., By: Biglari Capital Corp., General Partner, By: Sardar Biglari, Chairman and Chief Executive Officer 11/13/2009

__Signature of Reporting Person Date

By: Biglari Capital Corp., By: Sardar Biglari, Chairman and Chief Executive Officer 11/13/2009

__Signature of Reporting Person Date

/s/ Biglari, Sardar 11/13/2009

__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) This Form 4 is filed jointly by The Lion Fund L.P. (the "Lion Fund"), Biglari Capital Corp. ("BCC") and Sardar Biglari. Sardar Biglari serves as the Chairman of the Board and Chief Executive Officer of the Issuer. The Lion Fund and BCC no longer beneficially own in excess of 10% of the outstanding shares of Common Stock of the Issuer and, accordingly, are no longer subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), with respect to securities of the Issuer.

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Sardar Biglari, as the Chairman of the Board and Chief Executive Officer of the Issuer, remains subject to the reporting requirements of Section 16 and will continue to file statements of changes in beneficial ownership to the extent required thereunder.

- (2) Shares of the Issuer received by the Reporting Person in its capacity as a stockholder of Western Sizzlin Corp. ("WSC") pursuant to a special dividend by WSC payable to stockholders of WSC on a pro-rata basis, for no additional consideration. The special dividend was made pursuant to the terms of that certain merger agreement, dated October 22, 2009, by and among WSC, Grill Acquisition Corporation and the Issuer.

- (3) Shares owned directly by the Lion Fund. Sardar Biglari is the Chairman and Chief Executive Officer of BCC, the general partner of the Lion Fund. Accordingly, BCC and Sardar Biglari may be deemed to beneficially own the shares held directly by the Lion Fund. Each of BCC and Sardar Biglari disclaims beneficial ownership of the shares held directly by the Lion Fund except to the extent of his or its pecuniary interest therein.

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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