

ROCKY MOUNTAIN CHOCOLATE FACTORY INC

Form 4

July 19, 2005

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 *
ENGLE CLYDE WM

(Last) (First) (Middle)

265 TURNER DRIVE

(Street)

DURANGO, CO 81303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROCKY MOUNTAIN CHOCOLATE FACTORY INC [RMCF]

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Amount or Price		
Common	07/19/2005	07/19/2005	A	V	3,080 \$ 1.6	A	3,080 D
Common	07/19/2005	07/19/2005	A		3,080 \$ 3.94	A	6,160 D
Common	07/19/2005	07/19/2005	A		3,080 \$ 2.93	A	9,240 D
Common	07/19/2005	07/19/2005	A		3,080 \$ 6.15	A	12,320 D

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

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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
Options	\$ 1.6	07/19/2005	07/19/2005	M	3,080	03/01/2001 03/01/2006	Common	3,080
Options	\$ 3.94	07/19/2005	07/19/2005	M	3,080	03/01/2002 03/01/2007	Common	3,080
Options	\$ 2.93	07/19/2005	07/19/2005	M	3,080	03/01/2003 03/01/2008	Common	3,080
Options	\$ 6.15	07/19/2005	07/19/2005	M	3,080	03/01/2004 03/01/2009	Common	3,080

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLE CLYDE WM 265 TURNER DRIVE DURANGO, CO 81303		X		

Signatures

Clyde Wm. Engle 07/19/2005

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).

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.