

EMERSON ARTHUR R  
Form 4  
November 07, 2012

**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 \*  
EMERSON ARTHUR R

(Last) (First) (Middle)

13111 NORTHWEST  
FREEWAY, SUITE 600

(Street)

HOUSTON, TX 77040

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LUBYS INC [LUB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/05/2012

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)
			Code	V Amount (D) Price			
Restricted Stock	11/05/2012		J	1,212 (1) D \$ 0	22,500	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 1.98					01/31/2004 <sup>(2)</sup>	01/31/2013	Common Stock	2,000 <sup>(3)</sup>
Non Qualified Stock Option (Right to Buy)	\$ 4.47					02/26/2005 <sup>(4)</sup>	02/26/2014	Common Stock	2,000 <sup>(3)</sup>
Phantom Shares	<sup>(5)</sup>					<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	11,825 <sup>(3)</sup>
Restricted Stock Unit	<sup>(7)</sup>					<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	3,500 <sup>(3)</sup>
Restricted Stock Unit	<sup>(7)</sup>					<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	5,000 <sup>(3)</sup>
Restricted Stock Unit	<sup>(7)</sup>					<sup>(10)</sup>	<sup>(10)</sup>	Common Stock	2,000 <sup>(3)</sup>
Non Qualified Stock Option (Right to Buy)	\$ 6.45					01/20/2006 <sup>(11)</sup>	01/20/2015	Common Stock	2,000 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMERSON ARTHUR R			X	

13111 NORTHWEST FREEWAY  
SUITE 600  
HOUSTON, TX 77040

## Signatures

/s/ Arthur R.  
Emerson

11/07/2012

\*\*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) The grants made on April 1, 2012 and July 1, 2012 have been rescinded and the full amount of non-employee director quarterly retainer was paid in cash.
- (2) These stock options vest ratably over four years and become fully exercisable on January 31, 2007.
- (3) These shares previously reported in Table 1.
- (4) These stock options vest ratably over four years and become fully exercisable on February 26, 2008.
- (5) The Phantom Stock shares have previously been reported under prior Form 4 filings and were acquired on the reported dates based upon the market value of the Company's Common Stock on those dates.
- (6) Phantom Shares are to be converted into equivalent number of shares when the reporting person ceases to be a Director of the Company.
- (7) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.
- (8) The restricted stock units vest on November 18, 2013 or as subject to the terms of the Award Agreement.
- (9) The restricted stock units vest on November 17, 2014 or as subject to the terms of the Award Agreement.
- (10) The restricted stock units vest on November 19, 2012 or as subject to the terms of the Award Agreement.
- (11) These stock options vest ratably over four years and become fully exercisable on January 20, 2009.

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.