

MAIN STREET RESTAURANT GROUP, INC.

Form 4

July 06, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Honigfeld Bradford

(Last) (First) (Middle)

C/O THE BRIAD GROUP, 78
OKNER PARKWAY

(Street)

LIVINGSTON, NJ 07039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MAIN STREET RESTAURANT
GROUP, INC. [MAIN]

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

06/28/2006

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/28/2006		P	14,123,083	A \$ 16,383,885 6.4 (1)	D	
Common Stock	06/30/2006		P	848,291	A \$ 0 (2) 6.4	D	
Common Stock	06/30/2006		J(3)	100	A \$ 0 (3) 100	D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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
Honigfeld Bradford C/O THE BRIAD GROUP 78 OKNER PARKWAY LIVINGSTON, NJ 07039		X		
Briad Main Street, Inc. C/O THE BRIAD GROUP 78 OKNER PARKWAY LIVINGSTON, NJ 07039		X		
Main Street Acquisition CORP C/O THE BRIAD GROUP 78 OKNER PARKWAY LIVINGSTON, NJ 07039		X		

Signatures

Bradford L. Honigfeld	07/06/2006
<u> </u> **Signature of Reporting Person	Date
By: Bradford L. Honigfeld, President	07/06/2006
<u> </u> **Signature of Reporting Person	Date
By: Bradford L. Honigfeld, President	07/06/2006
<u> </u> **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) On June 30, 2006, Main Street Acquisition Corporation ("MSAC") completed the acquisition of 14,123,083 outstanding shares of common stock of Main Street Restaurant Group, Inc. (the "Company") pursuant to a tender offer (the "Offer") for all of the Company's outstanding shares of common stock. MSAC is a wholly owned subsidiary of Briad Main Street, Inc. ("BMS"), which is wholly owned and controlled by Mr. Honigfeld.

(2) Pursuant to the merger of MSAC with and into the Company (the "Merger"), all issued and outstanding shares of the Company's common stock owned or acquired in the Offer by Mr. Honigfeld, BMS, and MSAC were cancelled, and each of the 848,921 shares of the Company's common stock not tendered in the Offer was converted into the right to receive \$6.40 in cash.

(3) In connection with the Merger, all 100 issued and outstanding shares of MSAC common stock owned by BMS were converted into 100 shares of the Company's common stock. After the completion of the Merger, all 100 issued and outstanding shares of the Company's common stock were owned by BMS.

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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