Pappas John Form 4 June 05, 2012

# FORM 4

### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549 Number:

January 31, Expires: 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pappas John			2. Issuer Name <b>and</b> Ticker or Trading Symbol Chefs' Warehouse, Inc. [CHEF]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction	(		
100 EAST RIDGE ROAD			(Month/Day/Year) 06/01/2012	X DirectorX 10% OwnerX Officer (give title Other (specify below) Vice Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
RIDGEFIELD,	CT 06877		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership I Form: I Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	06/01/2012		S <u>(1)</u>	15,645	D	\$ 18.53 (2)	3,943,570	D	
Common Stock	06/04/2012		S <u>(1)</u>	14,545.19	D	\$ 17.99 (3)	3,929,024.81	D	
Common Stock	06/04/2012		S(1)	181.81	D	\$ 18.68	3,928,843	D	

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

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

#### Edgar Filing: Pappas John - Form 4

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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 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3	) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Snares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Pappas John								
100 EAST RIDGE ROAD	X	X	Vice Chairman					
RIDGEFIELD, CT 06877								

# **Signatures**

/s/ Alexandros Aldous, Attorney-in-Fact for John
Pappas 06/05/2012

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 9, 2012.
- An aggregate of 15,645 shares of common stock were sold in multiple trades on June 1, 2012 at prices ranging from \$18.25 to \$19.00.

  The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, The Chefs' Warehouse, Inc. or a stockholder of The Chefs' Warehouse, Inc. full information regarding the number of shares and prices at which the transaction was effected.
- An aggregate of 14,545.19 shares of common stock were sold in multiple trades on June 4, 2012 at prices ranging from \$17.50 to \$18.38.

  The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, The Chefs' Warehouse, Inc. or a stockholder of The Chefs' Warehouse, Inc. full information regarding the number of shares and prices at which the transaction was effected.

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.

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