

O'Dowd Frank  
 Form 4  
 January 23, 2013

**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 \*  
 O'Dowd Frank

(Last) (First) (Middle)  
 100 EAST RIDGE ROAD  
 (Street)

RIDGEFIELD, CT 06877

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Chefs' Warehouse, Inc. [CHEF]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/21/2013

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)  
 Chief Information Officer

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 (A) or (D) Price			
Common Stock	01/21/2013		A		4,551 (1)	A	\$ 0 135,524 (2)	D
Common Stock	01/21/2013		A		18,205 (3)	A	\$ 0 153,729	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)

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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. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Dowd Frank 100 EAST RIDGE ROAD RIDGEFIELD, CT 06877			Chief Information Officer	

## Signatures

/s/ Alexandros Aldous, Attorney-in-Fact for Frank O'Dowd 01/23/2013

\_\_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 reporting person received 4,551 shares of restricted common stock pursuant to The Chefs' Warehouse, Inc. 2011 Omnibus Equity Incentive Plan. The forfeiture restrictions associated with this award will lapse in one-third increments as of the first through third anniversary dates of the grant date.
- (2) Reflects an adjustment to the number of shares owned by 29 shares to take into account the reporting person's over-reporting of the number of shares withheld to pay taxes as reported in a Form 4 filed on January 15, 2013.
- (3) This reporting person received 18,205 shares of restricted common stock pursuant to The Chefs' Warehouse, Inc. 2011 Omnibus Equity Incentive Plan. The forfeiture restrictions associated with this award will lapse in one-third increments based upon the Company's achievement of certain performance targets related to fully diluted earnings per share for each of the 2013, 2014 and 2015 fiscal years.

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.