

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ewing Anne</u> (Last) (First) (Middle) <u>C/O POTBELLY CORPORATION</u> <u>222 MERCHANDISE MART PLAZA,</u> <u>23RD FL.</u> (Street) <u>CHICAGO IL 60654</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/28/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>POTBELLY CORP [PBPB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>0</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Options (right to buy)</u>	<u>(1)</u>	<u>05/14/2018</u>	<u>Common Stock</u>	<u>867</u>	<u>8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>08/05/2019</u>	<u>Common Stock</u>	<u>1,570</u>	<u>8</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(3)</u>	<u>07/01/2020</u>	<u>Common Stock</u>	<u>4,220</u>	<u>7</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(4)</u>	<u>05/10/2021</u>	<u>Common Stock</u>	<u>10,000</u>	<u>7.22</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(5)</u>	<u>03/05/2022</u>	<u>Common Stock</u>	<u>1,807</u>	<u>8.16</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(6)</u>	<u>03/05/2023</u>	<u>Common Stock</u>	<u>1,089</u>	<u>9.47</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(7)</u>	<u>03/05/2023</u>	<u>Common Stock</u>	<u>20,000</u>	<u>9.47</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(1)</u>	<u>02/26/2017</u>	<u>Common Stock</u>	<u>25,000</u>	<u>10.59</u>	<u>D</u>
<u>Stock Options (right to buy)</u>	<u>(8)</u>	<u>10/04/2023</u>	<u>Common Stock</u>	<u>35,000</u>	<u>14</u>	<u>D</u>

Explanation of Responses:

- All stock options have vested and are exercisable.
- The stock options were vested and exercisable as to 1,256 shares as of August 5, 2013 and become vested and exercisable as to the remaining 314 shares on August 5, 2014.
- The stock options were vested and exercisable as to 3,376 shares as of January 1, 2014 and become vested and exercisable as to the remaining 844 shares on January 1, 2015.
- The stock options were vested and exercisable as to 6,000 shares as of January 1, 2014 and become vested and exercisable as to the remaining 4,000 shares in equal installments on January 1, 2015 and January 1, 2016.
- The stock options were vested and exercisable as to 722 shares as of March 5, 2014 and become vested and exercisable as to the remaining 1,085 shares in equal installments on March 5, 2015, March 5, 2016 and March 5, 2017.
- The stock options were vested and exercisable as to 217 shares on March 5, 2014 and become vested and exercisable as to the remaining 872 shares in equal installments on March 5, 2015, March 5, 2016, March 5, 2017 and March 5, 2018.
- The stock options were vested and exercisable as to 4,000 shares as of November 19, 2013 and become vested and exercisable as to the remaining 16,000 shares in equal installments on November 19, 2014, November 19, 2015, November 19, 2016 and November 19, 2017.
- The stock options will vest and become exercisable in equal installments on October 4, 2014, October 4, 2015, October 4, 2016 and October 4, 2017.

/s/Anne Ewing03/05/2014

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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.

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