

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed 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>Younglove-Webb Julie</u>  (Last) (First) (Middle) 222 MERCHANDISE MART PLAZA 23RD FLOOR  (Street) CHICAGO IL 60654  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/01/2015	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) SVP, Operations	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)
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**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	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	(1)	07/01/2020	Common Stock	3,709	7	D	
Non-Qualified Stock Option (right to buy)	(2)	05/10/2021	Common Stock	10,000	7.22	D	
Non-Qualified Stock Option (right to buy)	(1)	01/07/2019	Common Stock	20,000	8	D	
Non-Qualified Stock Option (right to buy)	(3)	03/05/2022	Common Stock	20,000	8.16	D	
Non-Qualified Stock Option (right to buy)	(4)	03/05/2023	Common Stock	20,000	9.47	D	
Non-Qualified Stock Option (right to buy)	(5)	10/04/2023	Common Stock	25,000	14	D	
Non-Qualified Stock Option (right to buy)	(6)	03/06/2024	Common Stock	7,185	20.53	D	

**Explanation of Responses:**

- All stock options have vested and are exercisable.
- The stock options were vested and exercisable as to 8,000 shares as of January 1, 2015 and become fully vested and exercisable on January 1, 2016.
- The stock options were vested and exercisable as to 12,000 shares as of March 5, 2015 and become vested and exercisable in equal installments on March 5, 2016 and March 5, 2017.
- The stock options were vested and exercisable as to 8,000 shares as of March 5, 2015 and become vested and exercisable in equal installments on March 5, 2016, March 5, 2017 and March 5, 2018.
- The stock options were vested and exercisable as to 6,250 shares as of October 4, 2014 and become vested and exercisable in equal installments on October 4, 2015, October 4, 2016 and October 4, 2017.
- The stock options were vested and exercisable as to 1,796 shares as of March 6, 2015 and become vested and exercisable in equal installments on March 6, 2016, March 6, 2017, and March 6, 2018.

By: Robyn Martin For: Julie Younglove-Webb 05/11/2015

\*\* 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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