SMITH DONALD N

Form 4 June 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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 * SMITH DONALD N

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

FRIENDLY ICE CREAM CORP

(Check all applicable)

(Last) (First) (Middle)

(Street)

[frn] 3. Date of Earliest Transaction

_X__ Director Officer (give title

X__ 10% Owner _ Other (specify

2431 ADAMSWAY DRIVE

(Month/Day/Year)

06/07/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

8.16

below)

AURORA, IL 60504

Stock

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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	06/07/2006		P	1,000	A	\$ 8.22	810,778	D	
Common Stock	06/07/2006		P	200	A	\$ 8.23	810,978	D	
Common Stock	06/07/2006		P	4,500	A	\$ 8.27	815,478	D	
Common Stock	06/08/2006		P	400	A	\$ 8.15	815,878	D	
Common	06/08/2006		P	900	A	\$ 8 16	816,778	D	

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Common Stock	06/08/2006	P	200	A	\$ 8.2	816,978	D
Common Stock	06/08/2006	P	200	A	\$ 8.22	817,178	D
Common Stock	06/08/2006	P	200	A	\$ 8.23	817,378	D
Common Stock	06/08/2006	P	2,000	A	\$ 8.24	819,378	D
Common Stock	06/08/2006	P	23,100	A	\$ 8.25	842,478	D
Common Stock	06/08/2006	P	300	A	\$ 8.27	842,778	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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Exerc	isable and	7. Tit	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ite	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr	. 3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
SMITH DONALD N 2431 ADAMSWAY DRIVE AURORA, IL 60504	X	X					

Reporting Owners 2

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Signatures

/s/ Gregory A. Pastore, Under Power of Attorney for Donald N. Smith

06/09/2006

**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).

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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