

Coape-Arnold Douglas Harold
 Form 4
 January 27, 2011

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 *
 Coape-Arnold Douglas Harold

2. Issuer Name and Ticker or Trading Symbol
 NOBLE ROMANS INC [NROM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 POST ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

SCARSDALE, NY 10583

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P. Der. Sec. (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|----------------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|----------------------------------|

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| Derivative Security | | | Code | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---------------------|---------|------------|------|---|---------|------------------|-----------------|--------------|----------------------------|----|
| | | | | V | (A) (D) | | | | | |
| Stock Option | \$ 1.05 | 01/25/2011 | A | 1 | | <u>(1)</u> | 01/25/2021 | Common Stock | 200,000 | \$ |
| Warrant | \$ 0.93 | 01/25/2011 | D | | 1 | 01/24/2005 | 01/24/2011 | Common Stock | 100,000 | \$ |
| Warrant | \$ 0.93 | 01/25/2011 | D | | 1 | 01/07/2004 | 06/30/2011 | Common Stock | 100,000 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Coape-Arnold Douglas Harold 1000 POST ROAD SCARSDALE, NY 10583 | | X | | |

Signatures

Douglas H.
Coape-Arnold 01/27/2011

**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).

The grant provided that a number of shares representing the value of certain voluntarily salary reductions would vest upon issuance and the remaining shares would vest upon the earlier of (i) 1/3 in one year from issuance, another 1/3 in two years from issuance and the

(1) balance in three years from issuance or (ii) 25% of the remaining would vest when the stock price reaches \$2.00 per share, another 25% when the stock prices reaches \$3.00 per share and the balance when the stock price reaches \$4.00 per share. All unvested shares would vest immediately on change of control.

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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