

ROCKY MOUNTAIN CHOCOLATE FACTORY INC  
 Form 4  
 November 29, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**JOBSON WILLIAM KEY**

2. Issuer Name and Ticker or Trading Symbol  
**ROCKY MOUNTAIN CHOCOLATE FACTORY INC [RMCF]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Information Officer

(Last) (First) (Middle)  
 265 TURNER DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/28/2006

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

DURANGO, CO 81303

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common                          | 11/28/2006                           | 11/28/2006   | A                              | 3,080   | \$ 1.6 3,080  | D  |                                   |
| Common                          | 11/28/2006                           | 11/28/2006   | A                              | 5,544   | \$ 3.94 8,624   | D  |                                   |
| Common                          | 11/28/2006                           | 11/28/2006   | A                              | 10,395  | \$ 3.46 19,019  | D  |                                   |

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

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number.

**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) |                 |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |
| Options                                    | \$ 1.6   | 11/28/2006                           | 11/28/2006   | D                              |   | 3,080  |     | 03/01/2002  | 03/01/2011      | Common | 3,080                      |
| Options                                    | \$ 3.94  | 11/28/2006                           | 11/28/2006   | D                              |   | 5,544  |     | 03/01/2003  | 03/01/2012      | Common | 5,544                      |
| Options                                    | \$ 3.46  | 11/28/2006                           | 11/28/2006   | D                              |   | 10,395   |     | 05/23/2004  | 05/23/2013      | Common | 10,395                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| JOBSON WILLIAM KEY<br>265 TURNER DRIVE<br>DURANGO, CO 81303 |               |           | Chief Information Officer |       |

## Signatures

William Key  
Jobson  
11/29/2006  
Date

\*\*Signature of Reporting Person

## 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.

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