WARD CYNTHIA A

Form 4

November 22, 2005

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

OMB APPROVAL

Section 16. Form 4 or Form 5

SECURITIES

2005 Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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 * WARD CYNTHIA A			2. Issuer Name and Ticker or Trading Symbol MAIN STREET RESTAURANT GROUP, INC. [MAIN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 5050 N. 40TH	(First) STREET, S	(Middle) UITE 200	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2005	Director 10% OwnerX_ Officer (give title Other (specify below) Controller		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		
PHOENIX, AZ 85018				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

PHOENIX,	AZ 85018				Form filed by Person	1 2	
(City)	(State)	(Zip) Ta	able I - Non-De	erivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)			4. Securities Acquired n(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct	

Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of				Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/18/2005		M	349	A	\$ 2.17	349	D	
Common Stock	11/18/2005		S	349	D	\$ 5.25	0	D	

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

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

8. F Der Sec (Ins

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. Transacti Code (Instr. 8)	Derivative	Expiration Date tive (Month/Day/Year) ies ed		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
Employee Stock Option (Right to Buy)	\$ 2.17	11/18/2005		M	349	<u>(1)</u>	06/17/2013	Common Stock	349

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WARD CYNTHIA A

5050 N. 40TH STREET, SUITE 200 Controller

PHOENIX, AZ 85018

Signatures

Michael J. Herron, as attorney-in-fact 11/22/2005

**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).
- (1) 1/3 of the 7,500 options granted vested and became exercisable on each of the first and second anniversary of the June 17, 2003 date of grant, and the remaining 1/3 of the 7,500 options granted shall vest and become exercisable on the third anniversary of the date of grant.

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.

Reporting Owners 2