HAWS JAY B Form 4 July 22, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Estimated average burden hours per 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Form 4 or Form 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)

I. Name and A HAWS JAY	Symbol ROCK	2. Issuer Name and Ticker or Trading Symbol ROCKY MOUNTAIN CHOCOLATE FACTORY INC				S. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		[RMCI	7]				Director		Owner
(Last)	(First) (M	,	3. Date of Earliest Transaction (Month/Day/Year)				_X_ Officer (give below)	below)	er (specify
265 TURNE	`	07/20/2005				VPC	Creative Services	S	
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DURANGO	o, CO 81303						Form filed by N Person	More than One Re	porting
(City)	(State) (Zip) Tab	le I - Non-D	erivative S	Securit	ies Acq	uired, Disposed of	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)	Code	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D) Price	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	07/20/2005	07/20/2005	A	30,800	A	\$ 2.52	30,800	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Edgar Filing: HAWS JAY B - Form 4

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
Options	\$ 2.52	07/20/2005	07/20/2005	Code V	(A) (D) 30,800	Date Exercisable	Expiration Date 05/06/2006	Title Common	Amount or Number of Shares 30,800

Reporting Owners

Reporting Owner Name / Address	Relationships
Renarting Liwner Name / Address	

Director 10% Owner Officer Other

HAWS JAY B 265 TURNER DRIVE DURANGO, CO 81303

VP Creative Services

Signatures

Jay B. Haws 07/22/2005

**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).

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