FRIENDLY ICE CREAM CORP
Form 5
February 14, 2005

FORM 5

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Green Kenneth D

(Last) (First) (Middle)

C/O FRIENDLY ICE CREAM CORPORATION,Â 1855 BOSTON ROAD

(Street)

WILBRAHAM,Â MAÂ 01095

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FRIENDLY ICE CREAM CORP [frn]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/02/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Co. Restaurant Operations

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ Form Filed by One Reporting Person
___ Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	3(1)	Â	Â	Â	Â	D	Â
Common Stock	10/27/2004	Â	P4	22.9324	A	$ 9.95	272.5399	D	Â

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)

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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	$ 8.97	Â	Â	3 (2)	Â	Â	Â (2)	08/03/2009	Common Stock	7,500
Stock Option (Right to Buy)	$ 9.71	10/19/2004	Â	A4 (3)	7,500	Â	Â (3)	10/19/2009	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Kenneth D C/O FRIENDLY ICE CREAM CORPORATION 1855 BOSTON ROAD WILBRAHAM, Â MAÂ 01095	Â	Â	Â VP, Co. Restaurant Operations	Â

Signatures

/s/Kenneth D. Green	02/14/2005
**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) Kenneth D. Green became an executive officer on 10/19/04; event triggering the Form 3 filing obligation.

(2) Option granted on 8/3/2004 and should have been reported on Form 3. The option is fully vested.

(3) Option granted on 10/19/2004 and should have been reported on Form 4. The option is fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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