

DOMINOS PIZZA INC
Form 4
June 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
BRANDON DAVID

(Last) (First) (Middle)

C/O DOMINO'S PIZZA, INC., 30
FRANK LLOYD WRIGHT DRIVE

(Street)

ANN ARBOR, MI 48106

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOMINOS PIZZA INC [DPZ]

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

06/01/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Non-Voting Common Stock, \$.01 par value | | | | (A) or (D) | 77,500 ⁽¹⁾ | D | |
| Common Stock, \$.01 par value | | | | (A) or (D) | 280,573.559 | D | |
| Common Stock, \$.01 par value | | | | (A) or (D) | 50,000 ⁽³⁾ | I | Owned by David A. Brandon Foundation |

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Common Stock, \$.01 par value 2,483.498 ⁽²⁾ I 401(K) Savings Plan

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|------------|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Option to Purchase Common Stock | \$ 14 | 06/01/2009 | | D | | 199,999 | | ⁽⁴⁾ | 07/13/2014 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 25.02 | 06/01/2009 | | D | | 120,000 | | ⁽⁴⁾ | 07/29/2015 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 22.46 | 06/01/2009 | | D | | 50,000 | | ⁽⁴⁾ | 07/26/2016 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 18.39 | 06/01/2009 | | D | | 300,000 | | ⁽⁸⁾ | 07/18/2017 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 12.8 | 06/01/2009 | | D | | 200,000 | | ⁽¹⁰⁾ | 01/02/2013 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 10.06 | 06/01/2009 | | A | 179,999 | | 06/01/2009 | | 07/13/2014 | Common Stock, \$.01 par value |
| Option to Purchase | \$ 12.51 | 06/01/2009 | | A | 90,000 | | 06/01/2009 | | 07/29/2015 | Common Stock, |

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- (8) These canceled options to purchase common stock provided for vesting in five equal annual installments starting on July 18, 2008.
- (9) On June 1, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on July 18, 2007. In exchange for the option, the reporting person received 270,000 options to purchase common stock.
- (10) These canceled options to purchase common stock provided for vesting in three equal annual installments starting on January 2, 2009.
- (11) On June 1, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on January 2, 2008. In exchange for the option, the reporting person received 180,000 options to purchase common stock.
- (12) These options to purchase common stock were vested 20% on the date of grant and the remaining unvested options provide for vesting in four equal annual installments starting on July 18, 2009.
- (13) These options to purchase common stock were vested 33% on the date of grant and the remaining unvested options provide for vesting in two equal annual installments starting on January 2, 2010.

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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