

JACK IN THE BOX INC /NEW/
Form 4
November 29, 2016

FORM 4

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

OMB APPROVAL

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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 *
GORDON DEAN C

2. Issuer Name and Ticker or Trading Symbol
JACK IN THE BOX INC /NEW/ [JACK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9330 BALBOA AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2016

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

VP - SUPPLY CHAIN

SAN DIEGO, CA 92123

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| COMMON STOCK | 11/28/2016 | | A | 914 ⁽¹⁾ A \$ 0 | 5,263 | D | |
| COMMON STOCK | 11/29/2016 | | S | 358 ⁽²⁾ D \$ 103.3968 | 4,905 | D | |
| COMMON STOCK | 11/29/2016 | | A | 676 ⁽³⁾ A \$ 0 | 5,581 | D | |
| COMMON STOCK | 11/29/2016 | | S | 59 ⁽⁴⁾ D \$ 103.4069 | 5,522 | D | |
| COMMON STOCK | 11/29/2016 | | S | 40 ⁽⁴⁾ D \$ 103.4127 | 5,482 | D | |

| | | | | | | | |
|--------------|------------|---|-------------------|---|-----------|-------|---|
| COMMON STOCK | 11/29/2016 | S | 41 ⁽⁴⁾ | D | \$ 103.39 | 5,441 | D |
| COMMON STOCK | 11/29/2016 | S | 81 ⁽⁴⁾ | D | \$ 103.4 | 5,360 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| NON QUALIFIED STOCK OPTION | \$ 104.95 | 11/29/2016 | | A | 2,051 | 11/29/2017 ⁽⁵⁾ 11/29/2023 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GORDON DEAN C 9330 BALBOA AVENUE SAN DIEGO, CA 92123 | | | VP - SUPPLY CHAIN | |

Signatures

DEAN C GORDON 11/28/2016

**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).

Represents shares vested on 11/23/2016 and settled on 11/28/2016 for achievement of pre-established performance goals with respect to

- (1) Performance Shares (as defined in Section 2.1 (aa) of our 2004 Stock Incentive Plan) granted for the three fiscal year performance period 2014-2016.
- (2) Disposition of shares to satisfy tax withholding obligation upon vesting of Performance Shares on 11/23/2016.
- (3) These securities are restricted stock units that vest in four equal installments commencing one year from the grant date, with after-tax net shares subject to a 50% holding requirement until separation of service from the Company.
- (4) Disposition of shares to satisfy tax withholding obligation upon vesting of restricted stock units.
- (5) These options become exercisable in three equal installments commencing one year after 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.

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