

SONIC CORP  
Form 4  
January 20, 2015

**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 \*  
VAUGHAN STEPHEN C

(Last) (First) (Middle)  
300 JOHNNY BENCH DRIVE  
(Street)

OKLAHOMA CITY, OK 73104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SONIC CORP [SONC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/15/2015

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)  
Exec. Vice Pres. & CFO

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)
			Code	V	Amount	(D)	Price
Common Stock	01/15/2015		M		63,150	A	\$ 10.15
							159,013 <sup>(1)</sup>
Common Stock	01/15/2015		S		63,150	D	\$ 31.5102
							95,863 <sup>(1)</sup>
							<sup>(2)</sup>
Common Stock	01/16/2015		M		12,497	A	\$ 21.65
							108,360 <sup>(1)</sup>
Common Stock	01/16/2015		M		2,055	A	\$ 10.15
							110,415 <sup>(1)</sup>
Common Stock	01/16/2015		S		14,552	D	\$ 31.6603
							95,863 <sup>(1)</sup>

(3)

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)	Amount or Number of Shares
Incentive stock option (right to buy)	\$ 10.15	01/15/2015		M	9,853	01/15/2012 01/15/2016	Common Stock	9,853
Non-qualified stock option (right to buy)	\$ 10.15	01/15/2015		M	53,297	01/15/2012 01/15/2016	Common Stock	53,297
Incentive stock option (right to buy)	\$ 21.65	01/16/2015		M	4,166	04/06/2008 04/06/2015	Common Stock	4,166
Nonqualified stock option (right to buy)	\$ 21.65	01/16/2015		M	8,331	04/06/2008 04/06/2015	Common Stock	8,331
Non-qualified stock option (right to buy)	\$ 10.15	01/16/2015		M	2,055	01/15/2012 01/15/2016	Common Stock	2,055

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAUGHAN STEPHEN C 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104			Exec. Vice Pres. & CFO	

## Signatures

Paige S. Bass for Stephen C.  
Vaughan

01/19/2015

\_\_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) The total number of shares beneficially owned directly includes 5,911 shares held in the 1991 Sonic Corp. Stock Purchase Plan as of January 15, 2015.
- (2) This price represents the weighted average sales price. The shares sold at prices ranging from \$31.50 to \$31.62 per share. The reporting person will provide full details regarding the number of shares sold at each separate price upon the SEC's request.
- (3) This price represents the weighted average sales price. The shares sold at prices ranging from \$31.50 to \$31.96 per share. The reporting person will provide full details regarding the number of shares sold at each separate price upon the SEC's request.

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.