

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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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 \*  
**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					77,500 <sup>(1)</sup>	D	
Common Stock, \$.01 par value					280,573.559	D	
Common Stock, \$.01 par value					50,000 <sup>(3)</sup>	I	Owned by David A. Brandon Foundation

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Common  
Stock, \$.01  
par value

2,483.498 <sup>(2)</sup> 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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SEC 1474  
(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Option to Purchase Common Stock	\$ 14	06/01/2009		D			199,999	<u>(4)</u>	07/13/2014	Common Stock, \$.01 par value	1
Option to Purchase Common Stock	\$ 25.02	06/01/2009		D			120,000	<u>(4)</u>	07/29/2015	Common Stock, \$.01 par value	1
Option to Purchase Common Stock	\$ 22.46	06/01/2009		D			50,000	<u>(4)</u>	07/26/2016	Common Stock, \$.01 par value	1
Option to Purchase Common Stock	\$ 18.39	06/01/2009		D			300,000	<u>(8)</u>	07/18/2017	Common Stock, \$.01 par value	3
Option to Purchase Common Stock	\$ 12.8	06/01/2009		D			200,000	<u>(10)</u>	01/02/2013	Common Stock, \$.01 par value	2
Option to Purchase Common Stock	\$ 10.06	06/01/2009		A		179,999		06/01/2009	07/13/2014	Common Stock, \$.01 par value	1
Option to Purchase	\$ 12.51	06/01/2009		A		90,000		06/01/2009	07/29/2015	Common Stock,	

Common Stock								\$0.01 par value
Option to Purchase Common Stock	\$ 11.23	06/01/2009	A	37,500	06/01/2009	07/26/2016		Common Stock, \$0.01 par value
Option to Purchase Common Stock	\$ 10.06	06/01/2009	A	270,000	<u>(12)</u>	07/18/2017		Common Stock, \$0.01 par value
Option to Purchase Common Stock	\$ 10.06	06/01/2009	A	180,000	<u>(13)</u>	01/02/2013		Common Stock, \$0.01 par value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRANDON DAVID C/O DOMINO'S PIZZA, INC. 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106	X		Chief Executive Officer	

## Signatures

/s/ Adam J. Gacek,  
attorney-in-fact

06/03/2009

\*\*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) These shares represent Non-Voting Common Stock of Domino's Pizza, Inc. acquired upon an exercise and hold of stock options granted under the TISM, Inc. Fourth Amended and Restated Stock Option Plan.
- (2) Includes an additional 231.41 shares in the Domino's Pizza stock fund, part of the Domino's Pizza 401(k) Savings Plan, acquired from March 13, 2009 through May 26, 2009.
- (3) Mr. Brandon disclaims beneficial ownership of the Common Stock of Domino's Pizza, Inc. held by the David A. Brandon Foundation as well as all pecuniary interest therein.
- (4) These options to purchase common stock were 100% vested at time of cancellation.
- (5) 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 13, 2004. In exchange for the option, the reporting person received 179,999 options to purchase common stock.
- (6) 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 29, 2005. In exchange for the option, the reporting person received 90,000 options to purchase common stock.
- (7) 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 26, 2006. In exchange for the option, the reporting person received 37,500 options to purchase 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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