

DOMINOS PIZZA INC

Form 4

June 03, 2009

FORM 4**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).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOYLE J PATRICK

(Last) (First) (Middle)

**DOMINO'S PIZZA, 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) below)

President, Domino's USA

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock, \$.01 par value | | | | (A) or (D) | | | 401(K) Savings Plan |
| Common Stock, \$.01 par value | | | | Code V Amount (D) Price | 2,450.492 | I | |
| Common Stock, \$.01 par value | | | | | 6,076.842 ⁽¹⁾ | D | |
| Common Stock, \$.01 par value | 06/01/2009 | | M | 2,819 A \$ 0.75 0 | | D | |
| Common Stock, \$.01 | 06/01/2009 | | S | 2,819 D \$ 0 9.447 | | D | |

par value

(2)

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 | \$ 0.75 | 06/01/2009 | | M | | | 2,819 | 06/25/2003 | 01/24/2010 | Common Stock, \$.01 par value | |
| Option to Purchase Common Stock | \$ 14 | 06/01/2009 | | D | | | 60,000 | <u>(3)</u> | 07/13/2014 | Common Stock, \$.01 par value | |
| Option to Purchase Common Stock | \$ 17.11 | 06/01/2009 | | D | | | 20,000 | <u>(3)</u> | 02/18/2015 | Common Stock, \$.01 par value | |
| Option to Purchase Common Stock | \$ 25.02 | 06/01/2009 | | D | | | 34,000 | <u>(3)</u> | 07/29/2015 | Common Stock, \$.01 par value | |
| Option to Purchase Common Stock | \$ 22.46 | 06/01/2009 | | D | | | 15,000 | <u>(3)</u> | 07/26/2016 | Common Stock, \$.01 par value | |
| Option to Purchase Common Stock | \$ 18.39 | 06/01/2009 | | D | | | 115,000 | <u>(8)</u> | 07/18/2017 | Common Stock, \$.01 par value | |
| Option to Purchase Common Stock | \$ 16.94 | 06/01/2009 | | D | | | 150,000 | <u>(10)</u> | 09/14/2017 | Common Stock, \$.01 par value | |

| | | | | | | | |
|---------------------------------|----------|------------|---|---------|------------|------------|-------------------------------|
| Option to Purchase Common Stock | \$ 10.06 | 06/01/2009 | A | 54,000 | 06/01/2009 | 07/13/2014 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 10.06 | 06/01/2009 | A | 18,000 | 06/01/2009 | 02/18/2015 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 12.51 | 06/01/2009 | A | 25,500 | 06/01/2009 | 07/29/2015 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 11.23 | 06/01/2009 | A | 11,250 | 06/01/2009 | 07/26/2016 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 10.06 | 06/01/2009 | A | 103,500 | (12) | 07/18/2017 | Common Stock, \$.01 par value |
| Option to Purchase Common Stock | \$ 10.06 | 06/01/2009 | A | 135,000 | (13) | 09/14/2017 | Common Stock, \$.01 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DOYLE J PATRICK DOMINO'S PIZZA 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106 | | | President, Domino's USA | |

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) Total holdings of shares acquired through Employee Stock Payroll Deduction Plan includes 338,721 shares acquired between May 7, 2009 and June 2, 2009.
- (2) Sale price of common stock ranged from \$9.41 to \$9.465 per share.

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- (3) These options to purchase common stock were 100% vested at time of cancellation.
- (4) 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 54,000 options to purchase common stock.
- (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 February 18, 2005. In exchange for the option, the reporting person received 18,000 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 25,500 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 11,250 options to purchase common stock.
- (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 103,500 options to purchase common stock.
- (10) These canceled options to purchase common stock provided for vesting in five equal annual installments starting on September 14, 2008.
- (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 September 14, 2007. In exchange for the option, the reporting person received 135,000 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 20% on the date of grant and the remaining unvested options provide for vesting in four equal annual installments starting on September 14, 2009.

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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