

DOMINOS PIZZA INC  
Form 4  
March 07, 2011

# 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 \*  
Lawton Michael T

(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)

03/03/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

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

\_X\_ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, \$.01 par value   | 03/04/2011                           |                                                    | S                              | (A) or (D)<br>Amount<br>3,382.977<br>(3)                          | \$ 17.32 0                                                                                    | I                                                        | 401(k) Savings Plan                                   |
| Common Stock, \$.01 par value   |                                      |                                                    |                                |                                                                   | 59,382.975<br>(1)                                                                             | D                                                        |                                                       |
| Common Stock, \$.01 par value   | 03/03/2011                           |                                                    | M                              | 3,200 A                                                           | \$ 2.75 62,582.975                                                                            | D                                                        |                                                       |

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|                                        |            |   |        |   |                            |            |   |
|----------------------------------------|------------|---|--------|---|----------------------------|------------|---|
| Common<br>Stock,<br>\$.01 par<br>value | 03/03/2011 | M | 8,000  | A | \$ 5.25                    | 70,582.975 | D |
| Common<br>Stock,<br>\$.01 par<br>value | 03/03/2011 | S | 11,200 | D | \$<br>16.983<br><u>(2)</u> | 59,382.975 | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                     | Amount<br>or<br>Number<br>of<br>Shares |
| Options<br>to<br>Purchase<br>Common<br>Stock        | \$ 5.25                                                            | 03/03/2011                              |                                                             | M                                    | 8,000                                                                                                           | 06/25/2003 01/01/2012                                          | Common<br>Stock,<br>\$.01 par<br>value                              | 8,000                                     |                                        |
| Options<br>to<br>Purchase<br>Common<br>Stock        | \$ 2.75                                                            | 03/03/2011                              |                                                             | M                                    | 3,200                                                                                                           | 07/13/2009 07/13/2014                                          | Common<br>Stock,<br>\$.01 par<br>value                              | 3,200                                     |                                        |

## Reporting Owners

| Reporting Owner Name / Address     | Relationships                    |
|------------------------------------|----------------------------------|
|                                    | Director 10% Owner Officer Other |
| Lawton Michael T<br>DOMINO'S PIZZA | Chief Financial Officer          |

30 FRANK LLOYD WRIGHT DRIVE  
ANN ARBOR, MI 48106

## Signatures

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

03/07/2011

\_\_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) Includes 76.435 shares shares acquired under the Employee Stock Payroll Deduction Plan between August 23, 2010 and March 4, 2011.
- (2) These exercise and sale transactions were pursuant to a 10b5-1 trading plan entered into by Mr. Lawton. The sale price of common stock ranged from \$16.96 to 17.02.
- (3) The shares amount represents the balance held by Mr. Lawton in the Domino's Stock Fund in the Domino's Pizza 401(k) Savings Plan divided by the closing price of Domino's Pizza stock on the date of disposition.

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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