

DOMINOS PIZZA INC
Form 4
May 23, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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)
05/19/2011

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)

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 | (A) or (D) | Price | | | |
| Common Stock, \$.01 par value | 05/23/2011 | | | S | 35,000 | D | \$ 24,526 ⁽¹⁾ ₍₄₎ | 0 | I | Owned by David A. Brandon Foundation |
| Common Stock, \$.01 par value | | | | | | | 3,248.0116 | | I | 401(K) Savings Plan |
| Common Stock, \$.01 par value | 05/19/2011 | | | M | 45,265 | A | \$ 5.02 | 281,411.709 | D | |

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| | | | | | | | |
|-------------------------------|------------|---|---------|---|----------------------------|-------------|---|
| Common Stock, \$.01 par value | 05/19/2011 | S | 45,265 | D | \$ 24.505 <u>(2)</u> | 236,146.709 | D |
| Common Stock, \$.01 par value | 05/20/2011 | M | 79,735 | A | \$ 5.02 | 315,881.709 | D |
| Common Stock, \$.01 par value | 05/20/2011 | S | 79,735 | D | \$ 24.517 <u>(3)</u> | 236,146.709 | D |
| Common Stock, \$.01 par value | 05/20/2011 | M | 133,334 | A | \$ 2.75 | 369,480.709 | D |
| Common Stock, \$.01 par value | 05/20/2011 | S | 133,334 | D | \$ 24.522 <u>(3)</u> | 236,146.709 | 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.

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 of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Option to Purchase Common Stock | \$ 5.02 | 05/19/2011 | | M | 45,265 | 01/02/2011 | 01/02/2013 | Common Stock, \$.01 par value | 45,265 |
| Option to Purchase Common Stock | \$ 5.02 | 05/20/2011 | | M | 79,735 | 01/02/2011 | 01/02/2013 | Common Stock, \$.01 par value | 79,735 |

| | | | | | | | | |
|---------------------------------|---------|------------|---|---------|------------|------------|-------------------------------|--------|
| Option to Purchase Common Stock | \$ 2.75 | 05/20/2011 | M | 133,334 | 07/13/2009 | 07/13/2014 | Common Stock, \$.01 par value | 133,33 |
|---------------------------------|---------|------------|---|---------|------------|------------|-------------------------------|--------|

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 | | |

Signatures

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

05/23/2011

**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) 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.
 - (2) Sale price of common stock ranged from \$24.50 to \$24.56.
 - (3) Sale price of common stock ranged from \$24.50 to \$24.60.
 - (4) Sale price of common stock ranged from \$24.50 to \$24.56.

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.