

WOLFINGER F MARK
Form 4
July 11, 2012

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 *
WOLFINGER F MARK

2. Issuer Name and Ticker or Trading Symbol
DENNYS CORP [DENN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
203 EAST MAIN STREET

3. Date of Earliest Transaction (Month/Day/Year)
07/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Chief Admin Officer & CFO

(Street)
SPARTANBURG, SC 29319

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (1) | 07/09/2012 | | M | | 21,978 | A | \$ 0 |
| Common Stock (1) | 07/09/2012 | | F | | 21,978 | D | \$ 4.51 |
| Common Stock (2) | 07/09/2012 | | M | | 109,890 | A | \$ 0 |
| Common Stock (2) | 07/09/2012 | | F | | 22,132 | D | \$ 4.51 |
| | | | | | | | 311,029 |
| | | | | | | | 289,051 |
| | | | | | | | 398,941 |
| | | | | | | | 376,809 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 07/09/2012 | | M | 21,978 | <u>(1)</u> | <u>(1)</u> | Common Stock | 21,978 |
| Restricted Stock Units | <u>(2)</u> | 07/09/2012 | | M | 109,890 | <u>(2)</u> | <u>(2)</u> | Common Stock | 109,890 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLFINGER F MARK 203 EAST MAIN STREET SPARTANBURG, SC 29319 | | | EVP Chief Admin Officer & CFO | |

Signatures

J. Scott Melton for F. Mark Wolfinger

07/11/2012

__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 restricted stock units vest in 20% annual installments and are settled in cash equal to the fair market value of the underlying shares as of the vesting date.

(2) These restricted stock units vested in 20% annual installments beginning on July 9, 2008, with 100% of the vested units converting to shares of common stock of the Registrant, on a 1-for-1 basis, on July 9, 2012.

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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