SONIC CORP Form 4 February 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * ROSENBERG ROBERT M

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

(Zip)

SONIC CORP [SONC] 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

01/29/2015

(Month/Day/Year)

below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

4. Securities

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

300 JOHNNY BENCH DRIVE (Street)

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

OKLAHOMA CITY, OK 73104

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) or

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common Stock

72,546 D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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]	I. 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. Transactic Code (Instr. 8)	5. Number proof 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 Securiti (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
	Restricted Stock Units	\$ 0	01/29/2015		A	1,358	<u>(1)</u>	<u>(1)</u>	Common Stock	1,35
5	Non-qualified stock option (right to buy)	\$ 31.29	01/29/2015		A	4,780	01/29/2016	01/29/2022	Common Stock	4,78

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROSENBERG ROBERT M 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104	X						

Signatures

Carolyn C. Cummins for Robert M. Rosenberg

02/02/2015

**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) Shares will vest January 29, 2016 in accordance with the terms of the Restricted Stock Units granted January 29, 2015, and will be issued in shares of Sonic Corp. common stock on a one-for-one basis, subject to certain restrictions.

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.

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