

DOMINOS PIZZA INC
Form 4
June 03, 2009

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 *
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
X Officer (give title below) ___ Other (specify below)
President, Domino's USA

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

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par value

(2)

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 Security (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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