PENA FEDERICO F

Form 4

January 07, 2011

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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 [*] <br> PENA FEDERICO F | 2. Issuer Name **and** Ticker or Trading Symbol <br> **SONIC CORP [SONC]** | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last)　　　(First)　　　(Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <br> 01/06/2011 | (Check all applicable) <br> __X__ Director 　　　　_____ 10% Owner <br> _____ Officer (give title below) 　_____ Other (specify below) |
| 300 JOHNNY BENCH DRIVE | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| OKLAHOMA CITY, OK 73104 | | |
| (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 | | | |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securiti (Instr. 3 and 4) |
|---|---|---|---|---|---|---|---|

| Derivative Security | | | or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Non-qualified stock option (right to buy) | $ 11.19 | 01/06/2011 | A | | 12,624 | | (1) | 01/06/2018 | Common Stock | 12,6 |
| Restricted Stock Units | $ 0 | 01/06/2011 | A | | 4,208 | | (2) | (2) | Common Stock | 4,20 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| PENA FEDERICO F 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104 | X | | | |

## Signatures

| Carolyn C. Cummins for Federico F. Pena | 01/07/2011 |
|---|---|
| **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)**    One-third of the total number of options granted on January 6, 2011 will vest on each of the first three anniversary dates following the date of grant.

**(2)**    One-third of the total number of Restricted Stock Units granted will vest on each of the first three anniversary dates following the date of grant 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.
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