RAINBOLT H E GENE

Form 4/A March 16, 2011

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Last)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

RAINBOLT H E GENE

(First) (Middle)

300 JOHNNY BENCH DRIVE

(Street)

OKLAHOMA CITY, OK 73104

2. Issuer Name and Ticker or Trading

Symbol

SONIC CORP [SONC]

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

01/06/2011

4. If Amendment, Date Original

Filed(Month/Day/Year) 01/06/2011

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below)

6. Individual or Joint/Group Filing(Check

(D) or Indirect Beneficial

7. Nature of

Ownership

(Instr. 4)

Indirect

Applicable Line)

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

6. Ownership

Form: Direct

(Instr. 4)

Person

5. Amount of

Securities

Beneficially

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

(City) (State) (Zip)

> 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

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

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or

Owned Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

displays a currently valid OMB control number.

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)

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4 Transaction Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

1

Edgar Filing: RAINBOLT H E GENE - Form 4/A

	Security				(A) or Disposed (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Non-qualified stock option (right to buy)	\$ 11.19	01/06/2011	A		9,209 (1)		(2)	01/06/2018	Common Stock	9,209 (1)
Restricted Stock Units	\$ 0	01/06/2011	A		3,798		(3)	(3)	Common	3,798

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
RAINBOLT H E GENE 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104	X						

Signatures

Paige S. Bass for H.E. Gene Rainbolt

03/10/2011

Date

**Signature of Reporting Person

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) This filing corrects the Form 4 filed on January 7, 2011 that erroneously stated the amount of non-qualified stock options and restricted stock units granted on January 6, 2011.
- (2) 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.
- (3) 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. 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.

Reporting Owners 2