Edgar Filing: BENHAM DOUGLAS N - Form 4

BENHAM DO	OUGLAS N												
Form 4													
August 08, 20	11												
FORM 4 UNITED STATES SECURITIE						TIES AND EVOLUTION COMMISSION					PPROVAL		
CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287				
Check this box				ington, D.C. 20347						Expires:	January 31,		
if no longe subject to	r STATI	EMENT O	F CHAN	GES IN	BE	NEFI	CIA	LOW	NERSHIP OF	•	2005		
Section 16.				SECURITIES						Estimated a burden hou			
Form 4 or Form 5	D 1 1		a				-			response	•		
obligations	, ^								ge Act of 1934,				
may contir	nue. Section 1		of the Inv	•		-	• •		f 1935 or Sectio	n			
See Instruct 1(b).	ction	50(II)	of the my	vestillen		mpan	y Act	0117	+0				
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(Print or Type Re	esponses)												
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BENHAM DOUGLAS N Symbol				Name and Ticker or Trading CORP [SONC]				g	5. Relationship of Issuer	Reporting Per	son(s) to		
			of Earliest Transaction					(Check all applicable)					
(Last) (First) (Middle) 3. Date of 1 (Month/Da 300 JOHNNY BENCH DRIVE 08/06/20				/Day/Year)					_X_ Director	10%	Owner		
									Officer (give titleOther (specify				
				nendment, Date Original Ionth/Day/Year)					below) below)				
								 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
Fileu(Mont													
OKLAHOM	A CITY, OK	73104							Form filed by M Person	More than One Re	eporting		
(City)	(State)	(Zip)											
•	. ,	-						ties Aco	quired, Disposed of		-		
1.Title of Security	2. Transaction I (Month/Day/Ye	omed on Date, if						5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			
(Instr. 3)	(Wondi Duy) I	any	on Dute, n	Code						D) or	Beneficial		
		Day/Year)	(Instr. 8)				5)		Indirect (I)	Ownership			
									Following Reported	(Instr. 4)	(Instr. 4)		
							(A) or		Transaction(s)				
				Code	V A	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	08/06/2011			М	4	,355	А	\$0	16,211	D			

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transactic 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)		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	08/06/2011		М	4,355 (1)	(2)	(2)	Common Stock	4,355	\$

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
BENHAM DOUGLAS N 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104	Х			
Signatures				
Paige S. Bass for Douglas N. Benham		08/08/2011		
**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) Represents shares that vested in accordance with the terms of Restricted Stock Units granted August 6, 2009, providing for vesting of Restricted Stock Units in equal annual installments on each of the first three anniversaries 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. 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.