SONIC CORP Form 4 January 15, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

January 31, 2005

Estimated average burden hours per

0.5 response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * HUDSON J CLIFFORD			2. Issuer Name and Ticker or Trading Symbol SONIC CORP [SONC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
300 JOHNNY BENCH DRIVE		RIVE	(Month/Day/Year) 01/14/2013	_X Director 10% Owner X Officer (give title Other (specify below) Chief Executive Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
OKLAHOMA	CITY, OK	73104	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	01/14/2013		M	11,881 (1)	A	\$ 0	509,669	I	By self as tustee of trust
Common Stock	01/14/2013		F	4,257 (2)	D	\$ 10.95	505,412	I	By self as trustee of trust
Common Stock							9,855	I	Trustee of son's trust
Common Stock							82,000	I (3)	By family owned LLC

Edgar Filing: SONIC CORP - Form 4

	Persons who respond to the collect information contained in this form a required to respond unless the form	SEC 1474 (9-02)						
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
Common Stock	313,256	I	By spouse as trustee of trust					
Common Stock	48,575 <u>(4)</u>	D						

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

number.

displays a currently valid OMB control

De Sec (In

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	01/14/2013		M		11,881	<u>(1)</u>	<u>(1)</u>	Common Stock	11,881

Reporting Owners

Reporting Owner Name / Address	Kelationships						
Transfer of the second	Director	10% Owner	Officer	Other			
HUDSON J CLIFFORD 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104	X		Chief Executive Officer				

Signatures

Carolyn C. Cummins for J. Clifford Hudson 01/15/2013

**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)

Reporting Owners 2

Edgar Filing: SONIC CORP - Form 4

Represents shares that vested in accordance with the terms of Restricted Stock Units granted January 14, 2010, providing for vesting of Restricted Stock Units in equal annual installments on each of the first three anniversaries following the date of grant.

- (2) Shares were withheld by the issuer to cover the minimum tax withholding requirements associated with the vesting of the 11,881 Restricted Stock Units.
- (3) The reporting person owns 21% of the family limited liability company and disclaims beneficial ownership of the issuer's shares held by the family limited liability company except to the extent of his pecuniary interest.
- (4) The total number of shares beneficially owned directly includes 6,786 shares held in the 1991 Sonic Corp. Employee Stock Purchase Plan as of January 8, 2013.

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.