

SONIC CORP
Form 4
January 15, 2013

FORM 4

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

OMB APPROVAL

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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 *
HUDSON J CLIFFORD

(Last) (First) (Middle)

300 JOHNNY BENCH DRIVE

(Street)

OKLAHOMA CITY, OK 73104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SONIC CORP [SONC]

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	01/14/2013		M	11,881 (1) A \$ 0	509,669	I	By self as trustee 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

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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.

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