

SONIC CORP
Form 4
January 20, 2015

FORM 4

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

OMB APPROVAL

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

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 *
PENA FEDERICO F

(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)
01/15/2015

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)

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	Price		
Common Stock						1,161	D	
Common Stock	01/15/2015		M		12,403	A \$ 10.15	59,208	I In trust for self
Common Stock	01/15/2015		M		14,791	A \$ 8.74	73,999	I In trust for self
Common Stock	01/15/2015		M		10,027	A \$ 6.8	84,026	I In trust for self
Common Stock	01/15/2015		S		14,791	D \$ 31.2729	69,235	I In trust for self
						<u>(1)</u>		

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Common Stock	01/16/2015	M	2,065	A	\$ 0	71,300	I	In trust for self
Common Stock	01/18/2015	M	2,084	A	\$ 0	73,384	I	In trust for self

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.

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(9-02)

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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 10.15	01/15/2015		M	12,403	01/15/2012 01/15/2016	Common Stock	12,403
Non-qualified stock option (right to buy)	\$ 8.74	01/15/2015		M	14,791	01/14/2013 01/14/2017	Common Stock	14,791
Non-qualified stock option (right to buy)	\$ 6.8	01/15/2015		M	10,027	01/18/2013 01/18/2019	Common Stock	10,027
Restricted Stock Options	\$ 0	01/16/2015		M	2,065	(2) (2)	Common Stock	2,065
Restricted Stock Units	\$ 0	01/18/2015		M	2,084	(3) (3)	Common Stock	2,084

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

Paige S. Bass for Federico
F. Pena

01/19/2015

__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) This price represents the weighted average sales price. The shares sold at prices ranging from \$30.88 to \$31.47 per share. The reporting person will provide full details regarding the number of shares sold at each separate price upon the SEC's request.
- (2) Shares vested January 16, 2015 in accordance with the terms of Restricted Stock Units granted January 16, 2013, and were issued in shares of Sonic Corp. common stock on a one-for-one basis, subject to certain restrictions.
- (3) Shares vested January 18, 2015 in accordance with the terms of Restricted Stock Units granted January 18, 2012, and were 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.