SONIC CORP Form 4 February 02, 2015

FORM 4

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

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * RICHARDSON FRANK E III			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			SONIC CORP [SONC]			(Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction			(Check all application)			
			(Month/Day/Year)			X Director 10% Owner Officer (give title below) Other (specify below)			
300 JOHNNY BENCH DRIVE			01/29/2015						
(Street) 4.			4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
OKLAHOM	IA CITY, OK 73	3104					Person	y More than One R	eporting
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securities A	cquired, Disposed	of, or Beneficia	ally Owned
1.Title of	2. Transaction Da			3.	4. Securi		5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year) Executi any	on Date, if	Transaction Code	nAcquired Disposed		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(Ilisti. 3)		2	/Day/Year)	(Instr. 8)	(Instr. 3,		Owned	Indirect (I)	Ownership
			,	(,	(,	,	Following	(Instr. 4)	(Instr. 4)
						(A)	Reported		
						or	Transaction(s) (Instr. 3 and 4)		
				Code V	Amount	(D) Price	(111str. 3 and 4)		
Common									Trustee of
Stock							16,484	I	children's
									trusts
Common							1,500	I	By son
Stock							1,500	1	Dy Soil
Common							1 548 579	D	

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

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1,548,579

D

(9-02)

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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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Restricted Stock Units	\$ 0	01/29/2015		A	1,358	<u>(1)</u>	<u>(1)</u>	Common Stock	1,35
Non-qualified stock option (right to buy)	\$ 31.29	01/29/2015		A	4,780	01/29/2016	01/29/2022	Common Stock	4,78

Reporting Owners

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

Signatures

Carolyn C. Cummins for Frank E. Richardson

02/02/2015

**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) Shares will vest January 29, 2016 in accordance with the terms of the Restricted Stock Units granted January 29, 2015, 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.

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