

Abou Habib Lori I
Form 4
December 10, 2018

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 *
Abou Habib Lori I

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)
300 JOHNNY BENCH DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2018

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

Vice President and CMO

(Street)
OKLAHOMA CITY, OK 73104

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	12/07/2018		D ⁽¹⁾	972 ⁽²⁾ D \$ 43.5	0	D	
Common Stock	12/07/2018		D ⁽¹⁾	1,217 ⁽³⁾ D \$ 43.5	0	I	by 401(k)

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

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SEC 1474 (9-02)

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).

Disposed of as a result of the merger pursuant to the previously announced Agreement and Plan of Merger, dated September 24, 2018, by and among the issuer, Inspire Brands, Inc. and SSK Merger Sub, Inc. (the "Merger Agreement"). At the effective time of the merger as

- (1) contemplated in the merger agreement, (i) each outstanding share of Company Common Stock, was cancelled and automatically converted into the right to receive \$43.50 in cash and (ii) each Company Restricted Stock Unit and each Company Stock Option Award, vested and accelerated in full and was converted into the right to receive \$43.50 in cash (or in the case of Company Stock Option Awards, the difference between the exercise price and \$43.50).
- (2) Shares held in the 1991 Sonic Corp. Stock Purchase Plan as of December 7, 2018.
- (3) Shares held in the Sonic Corp. 401(k) as of December 7, 2018.
- (4) Previously, ISOs and NQs were reported as separate awards but are combined in this final Form 4 into one award by issue date.

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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