

DOMINOS PIZZA INC
Form 4
May 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BRANDON DAVID

(Last) (First) (Middle)

**C/O DOMINO'S PIZZA, INC., 30
FRANK LLOYD WRIGHT DRIVE**

2. Issuer Name and Ticker or Trading Symbol
DOMINOS PIZZA INC [DPZ]

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

ANN ARBOR, MI 48106

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$.01 par value | | | | (A) or (D) | 1,925.914 ⁽⁶⁾ | D | |
| Common Stock, \$.01 par value | | | | (A) or (D) | 313 ⁽⁷⁾ | I | 401(K) Savings Plan |

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

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SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Option to Purchase Common Stock | \$ 8.66 | 05/04/2007 | | J | 293,333 | 05/04/2007 ⁽¹⁾ | 07/01/2013 | Common Stock, \$.01 par value | 293,333 |
| Option to purchase Common Stock | \$ 2.75 ⁽²⁾ | 05/04/2007 | | J | 133,334 | 07/13/2009 ⁽³⁾ | 07/13/2014 | Common Stock, \$.01 par value | 133,334 |
| Option to purchase Common Stock | \$ 14 | 05/04/2007 | | J | 199,999 | 07/13/2009 ⁽³⁾ | 07/13/2014 | Common Stock, \$.01 par value | 199,999 |
| Option to purchase Common Stock | \$ 11.52 ⁽²⁾ | 05/04/2007 | | J | 180,000 | 07/29/2010 ⁽⁴⁾ | 07/29/2015 | Common Stock, \$.01 par value | 180,000 |
| Option to purchase Common Stock | \$ 25.02 | 05/04/2007 | | J | 120,000 | 07/29/2010 ⁽⁴⁾ | 07/29/2015 | Common Stock, \$.01 par value | 120,000 |
| Option to purchase Common Stock | \$ 8.96 ⁽²⁾ | 05/04/2007 | | J | 200,000 | 07/26/2011 ⁽⁵⁾ | 07/26/2016 | Common Stock, \$.01 par value | 200,000 |
| Option to purchase Common Stock | \$ 22.46 | 05/04/2007 | | J | 50,000 | 07/26/2011 ⁽⁵⁾ | 07/26/2016 | Common Stock, \$.01 par value | 50,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|-------------------------|-------|
| Director | 10% Owner | Officer | Other |
| X | | Chief Executive Officer | |

BRANDON DAVID
C/O DOMINO'S PIZZA, INC.
30 FRANK LLOYD WRIGHT DRIVE
ANN ARBOR, MI 48106

Signatures

/s/ Adam J. Gacek,
attorney-in-fact

05/08/2007

__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) The vesting scheduled for the Options to Purchase Common Stock was accelerated to be fully exercisable on May 4, 2007 in connection with the Domino's Pizza, Inc. recapitalization. No new Options to Purchase Common Stock were granted.

Reflects adjustment to previously granted stock option awards under the Domino's Pizza, Inc. 2004 Equity Incentive Plan in connection with the special dividend of \$13.50 per share of Common Stock of Domino's Pizza, Inc. payable on May 4, 2007 to shareholders of record on April 27, 2007. The exercise price of the stock options was adjusted by the amount of the dividend, or by such lesser amount as required by law, in accordance with the Dividend Equivalent Rights Policy of Domino's Pizza, Inc.
- (2) The options to purchase common stock vest 20% each year on the anniversary date of the Option to Purchase grant date. Thus 20% vested on July 13, 2005 and 20% vested on July 13, 2006 and an additional 20% shall vest on each of July 13, 2007, July 13, 2008 and July 13, 2009.
- (3) The options to purchase common stock vest 20% each year on the anniversary date of the Option to Purchase grant date. Thus 20% vested on July 29, 2006 and an additional 20% shall vest on each of July 29, 2007, July 29, 2008, July 29, 2009 and July 29, 2010.
- (4) The options to purchase common stock vest 20% each year on the anniversary date of the Option to Purchase grant date. Thus 20% shall vest on each of July 26, 2007, July 26, 2008, July 26, 2009, July 26, 2010 and July 26, 2011.
- (5) Total holdings of shares acquired through Employee Stock Payroll deduction plan includes, 892.857 acquired between July 29, 2006 and May 8, 2007.
- (6) Total holdings in the Domino's Pizza stock fund, part of the Domino's Pizza 401(k) savings plan, acquired between January 1, 2007 and May 8, 2007.
- (7)

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