#### VAUGHAN STEPHEN C

Form 4

January 18, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading VAUGHAN STEPHEN C Issuer Symbol SONIC CORP [SONC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title 300 JOHNNY BENCH DRIVE 01/16/2013 below) Exec. Vice Pres. & CFO (Street) 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 OKLAHOMA CITY, OK 73104 Person (City) (State) (Zip) Table I. Non-Derivative Securities Acquired Disposed of or Reneficially O

|           | •    |                     | Table              | I - Moll-De | iivauve S    | ecurities Ac    | quii eu, Disposeu ( | oi, or belieficial | ny Owneu     |
|-----------|------|---------------------|--------------------|-------------|--------------|-----------------|---------------------|--------------------|--------------|
| 1.Title   | of 2 | 2. Transaction Date | 2A. Deemed         | 3.          | 4. Securit   | ies             | 5. Amount of        | 6. Ownership       | 7. Nature of |
| Securit   | y (  | (Month/Day/Year)    | Execution Date, if | Transactio  | nAcquired    | (A) or          | Securities          | Form: Direct       | Indirect     |
| (Instr. : | 3)   |                     | any                | Code        | Disposed     | of (D)          | Beneficially        | (D) or             | Beneficial   |
|           |      |                     | (Month/Day/Year)   | (Instr. 8)  | (Instr. 3, 4 | 4 and 5)        | Owned               | Indirect (I)       | Ownership    |
|           |      |                     |                    |             |              |                 | Following           | (Instr. 4)         | (Instr. 4)   |
|           |      |                     |                    |             |              | (4)             | Reported            |                    |              |
|           |      |                     |                    |             |              | (A)             | Transaction(s)      |                    |              |
|           |      |                     |                    | Code V      | Amount       | or<br>(D) Price | (Instr. 3 and 4)    |                    |              |
|           |      |                     |                    | Code v      | Amount       | (D) Price       |                     |                    |              |
| Comr      | non  |                     |                    |             |              |                 | 104,126 (1)         | D                  |              |
| Stock     |      |                     |                    |             |              |                 | 101,120             | <b>D</b>           |              |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transac<br>Code<br>(Instr. 8 | 8) | 5. Number of tionDerivative 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 Underlying Securiti (Instr. 3 and 4) |                              |
|---|---|---|---|------------------------------------|----|---|-----|--|--------------------|--|------------------------------|
|   |   |   |   | Code                               | V  | (A)   | (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title  | Amou<br>or<br>Numb<br>of Sha |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 11.07  | 01/16/2013                              |   | A                                  |    | 9,033   |     | (2)  | 01/16/2020         | Common<br>Stock  | 9,03                         |
| Non-qualified stock option (right to buy)           | \$ 11.07  | 01/16/2013                              |   | A                                  |    | 30,566  |     | (2)  | 01/16/2020         | Common<br>Stock  | 30,5                         |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Director 10% Owner Officer Other

VAUGHAN STEPHEN C 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104

Exec. Vice Pres. & CFO

### **Signatures**

Carolyn C. Cummins for Stephen C. 01/18/2013 Vaughan

\*\*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 total number of shares beneficially owned directly includes 3,325 shares held in the 1991 Sonic Corp. Stock Purchase Plan as of January 8, 2013.
- (2) One-third of the total number of options granted on January 16, 2013 will vest on each of the first three anniversary dates following the date of grant.

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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