SONIC CORP Form 4 January 21, 2014

# FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per response... 0.5

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

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RAINBOLT H E GENE			2. Issuer Name and Ticker or Trading Symbol SONIC CORP [SONC]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
300 JOHNNY BENCH DRIVE			01/16/2014	$\frac{\text{Officer (give title }}{\text{below)}} \text{Other (specify below)}$		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
OKLAHOM	A CITY, O	K 73104	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zin)				

(City)	(State) (	Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4)	posed	of (D)	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)
Common Stock	01/16/2014		M	5,922	A	\$0	19,396	I	By trust
Common Stock	01/21/2014		M	10,125	A	\$ 14.89	29,521	I	By trust
Common Stock							144,845	D	

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

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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 6. Date Exercisable and 7. Title Derivative Expiration Date Under Securities (Month/Day/Year) (Instr. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date		Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Restricted Stock Units	\$ 0	01/16/2014		M	3,839	<u>(1)</u>	<u>(1)</u>	Common Stock	3,8
Restricted Stock Units (Common Stock	\$ 0	01/16/2014		M	2,083	<u>(2)</u>	(2)	Common Stock	2,0
Non-qualified Stock Options (right to buy)_	\$ 14.89	01/21/2014		M	10,125	01/21/2007	01/21/2014	Common Stock	10,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
RAINBOLT H E GENE 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104	X						

## **Signatures**

Carolyn C. Cummins for H. E. Gene
Rainbolt
01/21/2014

\*\*Signature of Reporting Person

## **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 vested January 16, 2014 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.

Date

- (2) The vesting of these awards occurred on January 16, 2014.
- (3) The awards that would have vested January 18, 2015 were canceled January 16, 2014 due to Mr. Rainbolt's retirement from the Board. 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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