

DENNY'S CORP  
Form 4  
July 18, 2008

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARCHIOLI NELSON J**

(Last) (First) (Middle)

**DENNY'S CORPORATION, 203  
EAST MAIN STREET**

(Street)

**SPARTANBURG, SC 29319**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**DENNY'S CORP [DENN]**

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

**07/16/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

**President and CEO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

| 1. Title of Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and 4) |
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|------------------------------------------------|
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|------------------------------------------------|

# Edgar Filing: DENNYS CORP - Form 4

| Price of<br>Derivative<br>Security             | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A)            | (D) | Date<br>Exercisable | Expiration<br>Date | Title           |
|------------------------------------------------|------------------|------------|---------------------------------------------------------------|------|---|----------------|-----|---------------------|--------------------|-----------------|
| Performance-based<br>Restricted Stock<br>Units | (1)              | 07/16/2008 |                                                               | A    |   | 320,800<br>(2) |     | (1)                 | 07/16/2011         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |                   |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                            | Director      | 10% Owner | Officer           | Other |
| MARCHIOLI NELSON J<br>DENNY'S CORPORATION<br>203 EAST MAIN STREET<br>SPARTANBURG, SC 29319 | X             |           | President and CEO |       |

## Signatures

J. Scott Melton for Nelson J. Marchioli  
 07/18/2008  
 \_\_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 Restricted Stock Units (RSU's) vest annually in one-third increments beginning on July 16, 2009, and convert to common stock of the Registrant upon vesting on a 1-for-1 basis.  
 Reflects a target number of RSU's awarded to the reporting person under the Company's 2008 Omnibus Incentive Plan. The number of RSU's may increase (up to 120% of the target award) or decrease (down to 50% of the target award) based on the increases or decreases in the Registrant's stock price over the vesting period.

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.