### Edgar Filing: MCLAIN W SCOTT - Form 4

MCLAIN W COTT

Form 4											
FORN Check th if no long subject to Section 1 Form 4 co Form 5 obligatio may com	obligations may continue. See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						OMB Number: Expires: Estimated a burden hour response				
(Print or Type ]	-										
1. Name and Address of Reporting Person <u>*</u> MCLAIN W SCOTT			2. Issuer Name <b>and</b> Ticker or Trading Symbol SONIC CORP [SONC]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		3. Date of Earliest Transaction			(Check all applicable)					
300 JOHNNY BENCH DRIVE			(Month/Day/Year) 01/14/2013					Director 10% Owner Officer (give title Other (specify below) President			
ΟΚΙ ΔΗΟΛ	(Street)	Fi	If Amendment led(Month/Day/		-			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	rson	
								Person			
1.Title of Security (Instr. 3)	itle of 2. Transaction Date 2A. Deemed urity (Month/Day/Year) Execution Date, if		ate, if Trans Code /Year) (Instr.	Transaction(A) or Disposed of (D)				<b>Jired, Disposed of</b> 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	
Common Stock	01/14/2013		M	·	11,137 ( <u>1)</u>	A	\$ 0	184,364	D		
Common Stock	01/14/2013		F		4,074 (2)	D	\$ 10.95	180,290	D		
Common Stock								2,517	I <u>(3)</u>	by 401(k)	

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

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#### number.

# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	01/14/2013		М	11,137	<u>(1)</u>	<u>(1)</u>	Common Stock	11,137	

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
L O	Director	10% Owner	Officer	Other				
MCLAIN W SCOTT 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104			Presiden	t				
Signatures								
Carolyn C. Cummins for W. Scot McLain	01/15/2013							
**Signature of Reporting Person		Date	e					

## **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) Represents shares that vested in accordance with the terms of Restricted Stock Units granted January 14, 2010, providing for vesting of Restricted Stock Units in equal annual installments on each of the first three anniversaries following the date of grant.
- (2) Shares were withheld by the issuer to cover the minimum tax withholding requirements associated with the vesting of the 11,137 Restricted Stock Units.
- (3) Shares held in the Sonic Corp. 401(k) as of January 8, 2013.

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.