

DOMINOS PIZZA INC
Form 4
January 06, 2010

FORM 4

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

OMB APPROVAL

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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

(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**

(Street)

ANN ARBOR, MI 48106

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2010

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)

Chief Executive Officer

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 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)
			Code	V	Amount (D) or Price (A)		
Common Stock, \$.01 par value	01/04/2010		A		25,000 ⁽⁴⁾	A	\$ 0 401,523.624 D
Common Stock, \$.01 par value	12/22/2009		G	V	98,523	D	\$ 8.105 303,000.624 D
Common Stock, \$.01 par value	01/04/2010		F		20,013	D	\$ 8.68 282,987.624 D
Common Stock, \$.01					50,000 ⁽²⁾	I	Owned by David A.

par value									Brandon Foundation
Common Stock, \$.01 par value						2,483.498	I		401(K) Savings Plan
Non-Voting Common Stock, \$.01 par value						77,500 ⁽¹⁾	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 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option to Purchase Common Stock	\$ 8.68	01/04/2010		A	100,000	⁽³⁾ 01/04/2020	Common Stock, \$.01 par value 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRANDON DAVID C/O DOMINO'S PIZZA, INC. 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106	X		Chief Executive Officer	

Signatures

/s/ Adam J. Gacek,
attorney-in-fact 01/06/2010

__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) These shares represent Non-Voting Common Stock of Domino's Pizza, Inc. acquired upon an exercise and hold of stock options granted under the TISM, Inc. Fourth Amended and Restated Stock Option Plan.
- (2) Mr. Brandon disclaims beneficial ownership of the Common Stock of Domino's Pizza, Inc. held by the David A. Brandon Foundation as well as all pecuniary interest therein.
- (3) These options to purchase common stock provide for vesting of 100% of the options on the first anniversary of the grant date so that all of the options will vest on January 4, 2011.
- (4) 25,000 shares of common stock represent a grant of restricted stock that shall vest 100% on the first anniversary date of the issuance date. Thus all the shares shall vest on January 4, 2011.

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.