

WERRIES E DEAN
Form 4
February 01, 2005

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 *
WERRIES E DEAN

(Last) (First) (Middle)
300 JOHNNY BENCH DRIVE
(Street)

OKLAHOMA CITY, OK 73104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SONIC CORP [SONC]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2005

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)
Director Emeritus

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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	01/28/2005		M			40,500	A	\$ 7.31	44,150	D	
Common Stock	01/28/2005		M			6,750	A	\$ 9.41	50,900	D	
Common Stock	01/28/2005		M			6,750	A	\$ 10.69	57,650	D	
Common Stock	01/28/2005		M			6,750	A	\$ 14.81	64,400	D	
Common Stock	01/28/2005		M			6,750	A	\$ 16.13	71,150	D	

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Common Stock	01/28/2005	M	6,750	A	\$ 22.33	77,900	D
Common Stock	01/28/2005	S	5,000	D	\$ 31.07	72,900	D
Common Stock	01/31/2005	S	69,250	D	\$ 31.4079	3,650	D

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

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(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-qualified Stock Option	\$ 7.31	01/28/2005		M	40,500	01/20/2005 01/20/2009	Common Stock 40,500
Non-qualified Stock Option	\$ 9.41	01/28/2005		M	6,750	01/20/2005 01/19/2010	Common Stock 6,750
Non-qualified Stock Option	\$ 10.69	01/28/2005		M	6,750	01/20/2005 01/30/2011	Common Stock 6,750
Non-qualified Stock Option	\$ 14.81	01/28/2005		M	6,750	01/20/2005 01/28/2013	Common Stock 6,750
Non-qualified Stock Option	\$ 16.13	01/28/2005		M	6,750	01/20/2005 01/17/2012	Common Stock 6,750
Non-qualified Stock Option	\$ 22.33	01/28/2005		M	6,750	01/20/2005 01/21/2014	Common Stock 6,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Director Emeritus

WERRIES E DEAN
300 JOHNNY BENCH DRIVE
OKLAHOMA CITY, OK 73104

Signatures

Ronald L. Matlock for E. Dean
Werries

01/31/2005

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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