

Saroch E Edward
 Form 4
 December 10, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Saroch E Edward

(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)
 12/07/2018

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)
 Senior VP of Subsidiary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 12/07/2018 | | D ⁽¹⁾ | V Amount 92,515 (2) | (D) Price \$ 43.5 | 0 | D |

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

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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)

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| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) ⁽³⁾ | \$ 11.07 | 12/07/2018 | | D ⁽¹⁾ | 16,716 | ⁽⁴⁾ 01/16/2020 | Common Stock | 16,716 | |
| Stock Option (right to buy) ⁽³⁾ | \$ 20.58 | 12/07/2018 | | D ⁽¹⁾ | 12,230 | ⁽⁴⁾ 01/16/2021 | Common Stock | 12,230 | |
| Stock Option (right to buy) ⁽³⁾ | \$ 31.29 | 12/07/2018 | | D ⁽¹⁾ | 9,770 | ⁽⁴⁾ 01/29/2022 | Common Stock | 9,770 | |
| Stock Option (right to buy) ⁽³⁾ | \$ 29.37 | 12/07/2018 | | D ⁽¹⁾ | 11,124 | ⁽⁴⁾ 01/28/2023 | Common Stock | 11,124 | |
| Stock Option (right to buy) ⁽³⁾ | \$ 25.4 | 12/07/2018 | | D ⁽¹⁾ | 14,462 | ⁽⁴⁾ 01/19/2024 | Common Stock | 14,462 | |
| Stock Option (right to buy) ⁽³⁾ | \$ 25.84 | 12/07/2018 | | D ⁽¹⁾ | 15,690 | ⁽⁴⁾ 01/31/2025 | Common Stock | 15,690 | |
| Restricted Stock Units | \$ 0 | 12/07/2018 | | D ⁽¹⁾ | 10,000 | ⁽⁴⁾ 01/31/2021 | Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Saroch E Edward 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104 | | | Senior VP of Subsidiary | |

Signatures

Carolyn C. Cummins for E. Edward
Saroch

12/07/2018

__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) Disposed of as a result of the merger pursuant to the previously announced Agreement and Plan of Merger, dated September 24, 2018, by and among the issuer, Inspire Brands, Inc. and SSK Merger Sub, Inc.
- (2) The total number of shares beneficially owned directly includes 2,778 shares held in the 1991 Sonic Corp. Stock Purchase Plan as of December 7, 2018.
- (3) Previously, ISOs and NQs were reported as separate awards but are combined in this final Form 4 into one award by issue date.
- (4) Fully vested.

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.