

DOMINOS PIZZA INC
Form 4
May 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Mounts L David

(Last) (First) (Middle)

C/O DOMINO'S PIZZA, 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)
05/04/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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, \$.01 par value | | | | (A) or (D) | 1,925.915 ⁽⁴⁾ | D | |
| Common Stock, \$.01 par value | | | | (A) or (D) | 312 ⁽⁵⁾ | I | 401(k) Savings Plan |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Option to purchase Common Stock | \$ 7.79 ⁽³⁾ | 05/04/2007 | | J | 150,000 | 07/26/2011 ⁽¹⁾ 07/26/2016 | Common Stock, \$.01 par value 150,000 |
| Option to purchase Common Stock | \$ 21.29 | 05/04/2007 | | J | 100,000 | 07/26/2011 ⁽¹⁾ 07/26/2016 | Common Stock, \$.01 par value 100,000 |
| Option to purchase Common Stock | \$ 8.96 ⁽³⁾ | 05/04/2007 | | J | 60,000 | 10/19/2010 ⁽²⁾ 10/19/2015 | Common Stock, \$.01 par value 60,000 |
| Option to purchase Common Stock | \$ 22.46 | 05/04/2007 | | J | 15,000 | 10/19/2010 ⁽²⁾ 10/19/2015 | Common Stock, \$.01 par value 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mounts L David C/O DOMINO'S PIZZA 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106 | | | Chief Financial Officer | |

Signatures

/s/ Adam J. Gacek,
attorney-in-fact
Date: 05/08/2007

**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)

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The options to purchase common stock vest 20% each year on the anniversary date of the Option to Purchase grant date. Thus 20% shall vest on July 26, 2007 and an additional 20% shall vest on each of July 26, 2008, July 26, 2009, July 26, 2010 and July 26, 2011.

- (2) The options to purchase common stock vest 20% each year on the anniversary date of the Option to Purchase grant date. Thus 20% vested on October 19, 2006 and an additional 20% shall vest on each of October 19, 2007, October 19, 2008, October 19, 2009 and October 19, 2010.

- (3) Reflects adjustment to previously granted stock option awards under the Domino's Pizza, Inc. 2004 Equity Incentive Plan in connection with the special dividend of \$13.50 per share of Common Stock of Domino's Pizza, Inc. payable on May 4, 2007 to shareholders of record on April 27, 2007. The exercise price of the stock options was adjusted by the amount of the dividend, or by such lesser amount as required by law, in accordance with the Dividend Equivalent Rights Policy of Domino's Pizza, Inc.

- (4) Total holdings of shares acquired through Employee Stock Payroll deduction plan includes, 892,858 acquired between July 29, 2006 and May 8, 2007.

- (5) Total holdings in the Domino's Pizza stock fund, part of the Domino's Pizza 401(k) savings plan, acquired between January 1, 2007 and May 8, 2007.

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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