

DOMINOS PIZZA INC
Form 4
February 15, 2013

FORM 4

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

OMB APPROVAL

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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 *
DOYLE J PATRICK

(Last) (First) (Middle)

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)
02/13/2013

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)

President and CEO

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, \$0.01 par value | | | | (A) | 3,293.468 | I | 401(k) Savings Plan |
| Common Stock, \$0.01 par value | 02/13/2013 | | A | (1) | \$ 0 | D | |
| | | | | (A) | 19,260 | | |
| | | | | (D) | 158,931.242 | | |

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

Persons who respond to the collection of information contained in this form are not

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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase common stock | \$ 45.47 | 02/13/2013 | | A | 91,140 (3) | 02/13/2017 | 02/13/2023 | Common Stock, \$0.01 par value | 91,140 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DOYLE J PATRICK DOMINO'S PIZZA 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106 | X | | President and CEO | |

Signatures

/s/ Adam J. Gacek,
attorney-in-fact 02/15/2013

__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) 19,260 shares of common stock represent a grant of performance-based restricted stock that shall vest one-fourth each year on the anniversary date of the issuance date if applicable performance conditions are achieved. Thus one-fourth may vest on each of February 13, 2014, February 13, 2015, February 13, 2016 and February 13, 2017.
 - (2) Includes 549.692 shares acquired under the Employee Stock Payroll Deduction Plan on January 31, 2013.
 - (3) The options to purchase common stock vest one-fourth each year on the anniversary date of the option to purchase grant date. Thus one-fourth shall vest on each of February 13, 2014, February 13, 2015, February 13, 2016 and February 13, 2017.

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.