

DOMINOS PIZZA INC
Form 4
May 23, 2011

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 *
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)
05/19/2011

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)

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 par value	05/23/2011			S	35,000	D	\$ 24,526 ⁽¹⁾ ₍₄₎	0	I	Owned by David A. Brandon Foundation
Common Stock, \$.01 par value							3,248.0116		I	401(K) Savings Plan
Common Stock, \$.01 par value	05/19/2011			M	45,265	A	\$ 5.02	281,411.709	D	

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Common Stock, \$0.01 par value	05/19/2011	S	45,265	D	\$ 24.505 <u>(2)</u>	236,146.709	D
Common Stock, \$0.01 par value	05/20/2011	M	79,735	A	\$ 5.02	315,881.709	D
Common Stock, \$0.01 par value	05/20/2011	S	79,735	D	\$ 24.517 <u>(3)</u>	236,146.709	D
Common Stock, \$0.01 par value	05/20/2011	M	133,334	A	\$ 2.75	369,480.709	D
Common Stock, \$0.01 par value	05/20/2011	S	133,334	D	\$ 24.522 <u>(3)</u>	236,146.709	D

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 required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to Purchase Common Stock	\$ 5.02	05/19/2011		M		45,265		01/02/2011	01/02/2013	Common Stock, \$0.01 par value	45,265
Option to Purchase Common Stock	\$ 5.02	05/20/2011		M		79,735		01/02/2011	01/02/2013	Common Stock, \$0.01 par value	79,735

Option to Purchase Common Stock	\$ 2.75	05/20/2011	M	133,334	07/13/2009	07/13/2014	Common Stock, \$.01 par value	133,33
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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		

Signatures

/s/ Adam J. Gacek, attorney-in-fact	05/23/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) 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.
- (2) Sale price of common stock ranged from \$24.50 to \$24.56.
- (3) Sale price of common stock ranged from \$24.50 to \$24.60.
- (4) Sale price of common stock ranged from \$24.50 to \$24.56.

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.