

DUNKIN' BRANDS GROUP, INC.
 Form 4
 March 04, 2014

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 *
COSTELLO JOHN H

(Last) (First) (Middle)

C/O DUNKIN' BRANDS GROUP, INC., 130 ROYALL STREET

(Street)

CANTON, MA 02021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**DUNKIN' BRANDS GROUP, INC.
 [DNKN]**

3. Date of Earliest Transaction
 (Month/Day/Year)
02/28/2014

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, Glob.Mkt & Innovat.

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 or Price | | |
| Common Stock | 02/28/2014 | | A | | 27,096 <u>(1)</u> | A | \$ 0 59,549 D |
| Common Stock | 03/03/2014 | | M | | 783 | A | \$ 3.02 60,332 D |
| Common Stock | 03/03/2014 | | M | | 1,217 | A | \$ 37.26 61,549 D |
| Common Stock | 03/03/2014 | | S ⁽²⁾ | | 2,000 | D | \$ 51.12 59,549 D |

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

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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 Derivatives 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) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Option to purchase Common Stock | \$ 51.67 | 02/28/2014 | | A | | 101,318 | | (3) | 02/28/2021 | Common Stock 101,318 |
| Option to purchase Common Stock | \$ 3.02 | 03/03/2014 | | M | | 783 | | (4) | 02/23/2020 | Common Stock 783 |
| Option to purchase Common Stock | \$ 37.26 | 03/03/2014 | | M | | 1,217 | | (5) | 02/12/2023 | Common Stock 1,217 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COSTELLO JOHN H C/O DUNKIN' BRANDS GROUP, INC. 130 ROYALL STREET CANTON, MA 02021 | | | President, Glob.Mkt & Innovat. | |

Signatures

/s/ Richard Emmett, as attorney-in-fact for John H. Costello

03/04/2014

__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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On 2/28/2014, the reporting person was granted a restricted stock award of 27,096 shares of common stock. The award vests based on time criteria (full vesting on 7/31/2016 subject to continued employment by the reporting person on the vesting date).

- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10B5-1 trading plan adopted by the reporting person on 4/26/2013.
- (3) On 2/28/2014, the reporting person was granted an option to purchase 101,318 shares of common stock. The option vests based upon time criteria (four equal annual installments that begin on 2/28/2015).
- (4) On 02/23/2010, the reporting person was granted an option to purchase 65,674 shares of Common Stock. The option vests based upon time (five equal installments that began on 02/23/2011).
- (5) On 2/12/2013, the reporting person was granted an option to purchase 76,000 shares of common stock. The option vests based upon time criteria (four equal annual installments that began on 2/12/2014).

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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