DOMINOS PIZZA INC

Form 4 July 27, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

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

Chief Executive Officer

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

07/23/2009

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person

ANN ARBOR, MI 48106

C/O DOMINO'S PIZZA, INC., 30

FRANK LLOYD WRIGHT DRIVE

(Street)

(City)	(State) (Z	ip) Table	I - Non-De	erivative Se	curiti	ies Acq	uired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Non-Voting Common Stock, \$.01 par value							77,500 (1)	D	
Common Stock, \$.01 par value	07/23/2009		A	95,000 (4)	A	\$0	376,523.624 (5)	D	
Common Stock, \$.01 par value							50,000 (2)	I	Owned by David A. Brandon Foundation

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Common			401(K)
Stock, \$.01	2,483.498	I	Savings
par value			Plan

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Option to Purchase Common Stock	\$ 8.33	07/23/2009		A	78,000	(3)	07/23/2019	Common Stock, \$.01 par value	78,000

Reporting Owners

Reporting Owner Name / Address Other Director 10% Owner Officer

Relationships

BRANDON DAVID C/O DOMINO'S PIZZA, INC. Chief Executive Officer X 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106

Signatures

/s/ Adam J. Gacek,

attorney-in-fact 07/27/2009 **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).
- These shares represent Non-Voting Common Stock of Domino's Pizza, Inc. acquired upon an exercise and hold of stock options granted under the TISM, Inc. Fourth Amended and Restated Stock Option Plan.

Reporting Owners 2

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- (2) 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.
- (3) These options to purchase common stock provide for vesting in three equal annual installments starting on the anniversary of the grant date so that one-third of the options will vest on each of July 23, 2010, July 23, 2011 and July 23, 2012.
- 95,000 shares of common stock represent a grant of performance-based restricted stock that shall vest one-third each year on the
- (4) anniversary date of the issuance date if applicable performance conditions are acheived. Thus one-third may vest on each of July 23, 2010, July 23, 2011 and July 23, 2012.
- (5) Includes an additional 950.065 shares of common stock acquired through the Employee Stock Payroll Deduction Plan from June 3, 2009 through July 27, 2009.

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.