

PENA FEDERICO F  
Form 4/A  
March 16, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
PENA FEDERICO F  
  
(Last) (First) (Middle)  
  
300 JOHNNY BENCH DRIVE  
  
(Street)  
  
OKLAHOMA CITY, OK 73104  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SONIC CORP [SONC]  
  
3. Date of Earliest Transaction  
(Month/Day/Year)  
01/06/2011  
  
4. If Amendment, Date Original Filed(Month/Day/Year)  
01/06/2011

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Non-qualified stock option (right to buy)	\$ 11.19	01/06/2011	A	9,209 <u>(1)</u>	<u>(2)</u>	01/06/2018	Common Stock	9,209 <u>(1)</u>
Restricted Stock Units	\$ 0	01/06/2011	A	3,798 <u>(1)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	3,798 <u>(1)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENA FEDERICO F 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104	X			

## Signatures

Paige S. Bass for Federico F. Pena 03/10/2011

\_\_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) This filing corrects the Form 4 filed on January 7, 2011 that erroneously stated the amount of non-qualified stock options and restricted stock units granted on January 6, 2011.
- (2) One-third of the total number of options granted on January 6, 2011 will vest on each of the first three anniversary dates following the date of grant.
- (3) One-third of the total number of Restricted Stock Units granted will vest on each of the first three anniversary dates following the date of grant and will be issued in shares of Sonic Corp. common stock on a one-for-one basis, subject to certain restrictions.

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.