DENNYS CORP Form 4 August 09, 2016

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * HAYWOOD GEORGE WEAVER

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) DENNYS CORP [DENN]

(Check all applicable)

DENNY'S CORPORATION, 203

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

X_ Director Officer (give title

10% Owner Other (specify

EAST MAIN STREET

(Street) 4. If Amendment, Date Original

08/08/2016

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Filed(Month/Day/Year)

below)

SPARTANBURG, SC 29319

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Underlying Securities (Instr. 3 and 4) Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(1)	08/08/2016		D			9,285	<u>(1)</u>	<u>(1)</u>	Common Stock	9,285	
Deferred Stock Units	<u>(2)</u>	08/08/2016		A		9,285		(2)	(2)	Common Stock	9,285	

Reporting Owners

Kelationships	Rel	lationships	
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HAYWOOD GEORGE WEAVER DENNY'S CORPORATION 203 EAST MAIN STREET SPARTANBURG, SC 29319



Signatures

J. Scott Melton for George W. Haywood

08/09/2016

**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).
- Deferred Stock Units, which were granted under the Denny's Corporation 2012 Omnibus Incentive Plan on May 24, 2016, and vest 100% (1) and convert to common stock of the Issuer on May 24, 2017, were cancelled and rescinded. The reporting person received a replacement award of deferred stock units, which is described in Footnote (2).
- Deferred Stock Units, which were granted under the Denny's Corporation 2012 Omnibus Incentive Plan on August 8, 2016, and vest and convert to common stock of the Issuer in three equal annual installments beginning on August 8, 2017, were granted as a replacement award in connection with the cancellation and rescission of the deferred stock units described in Footnote (1).

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.

Reporting Owners 2