

APPLEBEES INTERNATIONAL INC

Form 4

November 29, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SACK BURTON M

(Last) (First) (Middle)

C/O APPLEBEE'S
INTERNATIONAL, INC., 4551
WEST 107TH STREET

(Street)

OVERLAND PARK, KS 66207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
APPLEBEES INTERNATIONAL
INC [APPB]

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2007

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 | 11/29/2007 | | D | | 1,962,750 | D | <u>(1)</u> | 0 | D | |
| Common Stock | 11/29/2007 | | D | | 185,750 | D | <u>(2)</u> | 0 | I | Sack Family Partners LLP |
| Common Stock | 11/29/2007 | | D | | 188,101 | D | <u>(3)</u> | 0 | I | Scott A. Sack Irrevocable Trust |

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| | | | | | | | | |
|-----------------|------------|---|--------|---|------------|---|---|--|
| Common Stock | 11/29/2007 | D | 36,217 | D | <u>(4)</u> | 0 | I | David A. Sack Irrevocable Trust |
|-----------------|------------|---|--------|---|------------|---|---|--|

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.

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 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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 24.33 | 11/29/2007 | | D | | 4,800 | | <u>(5)</u> | 01/03/2017 | Common Stock | 4,800 |
| Employee Stock Option (right to buy) | \$ 24.33 | 11/29/2007 | | D | | 21,921 | | <u>(6)</u> | 01/03/2017 | Common Stock | 21,921 |
| Employee Stock Option (right to buy) | \$ 22.77 | 11/29/2007 | | D | | 5,130 | | <u>(7)</u> | 01/03/2016 | Common Stock | 5,130 |
| Employee Stock Option (right to buy) | \$ 22.77 | 11/29/2007 | | D | | 5,500 | | <u>(8)</u> | 01/03/2016 | Common Stock | 5,500 |
| Employee Stock Option | \$ 22.77 | 11/29/2007 | | D | | 8,400 | | <u>(9)</u> | 01/03/2016 | Common Stock | 8,400 |

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| | | | | | | | | | |
|--------------------------------------|----------|------------|---|--------|-------------|------------|--------------|--------|--|
| (right to buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 26.01 | 11/29/2007 | D | 4,990 | <u>(10)</u> | 01/03/2015 | Common Stock | 4,990 | |
| Employee Stock Option (right to buy) | \$ 26.01 | 11/29/2007 | D | 5,500 | <u>(11)</u> | 01/03/2015 | Common Stock | 5,500 | |
| Employee Stock Option (right to buy) | \$ 26.01 | 11/29/2007 | D | 8,400 | <u>(12)</u> | 01/03/2015 | Common Stock | 8,400 | |
| Employee Stock Option (right to buy) | \$ 25.79 | 11/29/2007 | D | 20,250 | <u>(13)</u> | 01/02/2014 | Common Stock | 20,250 | |
| Employee Stock Option (right to buy) | \$ 25.79 | 11/29/2007 | D | 3,885 | <u>(14)</u> | 01/02/2013 | Common Stock | 3,885 | |
| Employee Stock Option (right to buy) | \$ 16.25 | 11/29/2007 | D | 6,165 | <u>(15)</u> | 01/02/2013 | Common Stock | 6,165 | |
| Employee Stock Option (right to buy) | \$ 16.25 | 11/29/2007 | D | 20,250 | <u>(16)</u> | 01/02/2012 | Common Stock | 20,250 | |
| Employee Stock Option (right to buy) | \$ 14.72 | 11/29/2007 | D | 6,817 | <u>(17)</u> | 01/02/2012 | Common Stock | 6,817 | |
| Employee Stock Option (right to | \$ 9.81 | 11/29/2007 | D | 20,250 | <u>(18)</u> | 03/09/2011 | Common Stock | 20,250 | |

buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|-------------|------------|-----------------|--------|
| Option (right to buy) | \$ 8.96 | 11/29/2007 | D | 20,250 | <u>(19)</u> | 01/02/2011 | Common Stock | 20,250 |
|-----------------------------|---------|------------|---|--------|-------------|------------|-----------------|--------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|-------------|------------|-----------------|--------|
| Option (right to buy) | \$ 8.44 | 11/29/2007 | D | 19,912 | <u>(20)</u> | 05/13/2009 | Common Stock | 19,912 |
|-----------------------------|---------|------------|---|--------|-------------|------------|-----------------|--------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|-------------|------------|-----------------|--------|
| Option (right to buy) | \$ 7.43 | 11/29/2007 | D | 16,875 | <u>(21)</u> | 05/06/2008 | Common Stock | 16,875 |
|-----------------------------|---------|------------|---|--------|-------------|------------|-----------------|--------|

Employee
Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|-------------|------------|-----------------|--------|
| Option (right to buy) | \$ 14.72 | 11/29/2007 | D | 20,250 | <u>(22)</u> | 01/02/2012 | Common Stock | 20,250 |
|-----------------------------|----------|------------|---|--------|-------------|------------|-----------------|--------|

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|

SACK BURTON M
C/O APPLEBEE'S INTERNATIONAL, INC.
4551 WEST 107TH STREET
OVERLAND PARK, KS 66207

X

Signatures

/s/ Burton Sack 11/23/2007

__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).

Pursuant to the terms of the Agreement and Plan of Merger dated July 15, 2007, between IHOP Corp., CHCH Corp. and the issuer (the "Merger Agreement"), each issued and outstanding share of the Common Stock was converted as of the effective time of the merger into the right to receive \$25.50 in cash, except for shares for which appraisal rights have been perfected under Delaware law. Holders of

(1) shares of Common Stock who perfect appraisal rights under Delaware law shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 262 of the Delaware General Corporation Law. The reporting person has demanded appraisal rights under Delaware law with respect to the shares of Common Stock reported herein (the "Appraisal Demand"). The reporting person reserves all rights with respect to the Appraisal Demand and nothing in this Form 4 shall be deemed a waiver of any such right.

(2)

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Pursuant to the terms of the Agreement and Plan of Merger dated July 15, 2007, between IHOP Corp., CHCH Corp. and the issuer (the "Merger Agreement"), each issued and outstanding share of the Common Stock was converted as of the effective time of the merger into the right to receive \$25.50 in cash, except for shares for which appraisal rights have been perfected under Delaware law. Holders of shares of Common Stock who perfect appraisal rights under Delaware law shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 262 of the Delaware General Corporation Law. The reporting person has demanded appraisal rights under Delaware law with respect to the shares of Common Stock reported herein (the "Appraisal Demand"). The reporting person reserves all rights with respect to the Appraisal Demand and nothing in this Form 4 shall be deemed a waiver of any such right.

Pursuant to the terms of the Agreement and Plan of Merger dated July 15, 2007, between IHOP Corp., CHCH Corp. and the issuer (the "Merger Agreement"), each issued and outstanding share of the Common Stock was converted as of the effective time of the merger into the right to receive \$25.50 in cash, except for shares for which appraisal rights have been perfected under Delaware law. Holders of

(3) shares of Common Stock who perfect appraisal rights under Delaware law shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 262 of the Delaware General Corporation Law. The reporting person has demanded appraisal rights under Delaware law with respect to the shares of Common Stock reported herein (the "Appraisal Demand"). The reporting person reserves all rights with respect to the Appraisal Demand and nothing in this Form 4 shall be deemed a waiver of any such right.

Pursuant to the terms of the Agreement and Plan of Merger dated July 15, 2007, between IHOP Corp., CHCH Corp. and the issuer (the "Merger Agreement"), each issued and outstanding share of the Common Stock was converted as of the effective time of the merger into the right to receive \$25.50 in cash, except for shares for which appraisal rights have been perfected under Delaware law. Holders of

(4) shares of Common Stock who perfect appraisal rights under Delaware law shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 262 of the Delaware General Corporation Law. The reporting person has demanded appraisal rights under Delaware law with respect to the shares of Common Stock reported herein (the "Appraisal Demand"). The reporting person reserves all rights with respect to the Appraisal Demand and nothing in this Form 4 shall be deemed a waiver of any such right.

This option, which provided for full vesting on January 3, 2008, was cancelled in the merger in exchange for a cash payment,

(5) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 3, 2008, was cancelled in the merger in exchange for a cash payment,

(6) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 3, 2007, was cancelled in the merger in exchange for a cash payment,

(7) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 3, 2007, was cancelled in the merger in exchange for a cash payment,

(8) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 3, 2007, was cancelled in the merger in exchange for a cash payment,

(9) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 3, 2006, was cancelled in the merger in exchange for a cash payment,

(10) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 3, 2006, was cancelled in the merger in exchange for a cash payment,

(11) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 3, 2006, was cancelled in the merger in exchange for a cash payment,

(12) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 2, 2005, was cancelled in the merger in exchange for a cash payment,

(13) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 2, 2005, was cancelled in the merger in exchange for a cash payment,

(14) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

This option, which provided for full vesting on January 2, 2004, was cancelled in the merger in exchange for a cash payment,

(15) representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

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- (16) This option, which provided for full vesting on January 2, 2004, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.
- (17) This option, which provided for full vesting on January 2, 2003, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.
- (18) This option, which provided for full vesting on March 9, 2002, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.
- (19) This option, which provided for full vesting on January 2, 2002, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.
- (20) This option, which provided for full vesting on May 13, 2000, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.
- (21) This option, which provided for full vesting on May 6, 1999, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.
- (22) This option, which provided for full vesting on January 2, 2003, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the option and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the option, whether vested or unvested.

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.