

DOMINOS PIZZA INC

Form 4

March 07, 2011

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 *
Lawton Michael T

(Last) (First) (Middle)

DOMINO'S PIZZA, 30 FRANK
LLOYD WRIGHT DRIVE

(Street)

ANN ARBOR, MI 48106

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DOMINOS PIZZA INC [DPZ]

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, \$.01 par value	03/04/2011		S	3,382.977 (3)	D \$ 17.32 0	I	401(k) Savings Plan
Common Stock, \$.01 par value					59,382.975 (1)	D	
Common Stock, \$.01 par value	03/03/2011		M	3,200	A \$ 2.75 62,582.975	D	

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Common
Stock,
\$.01 par
value

03/03/2011	M	8,000	A	\$ 5.25	70,582.975	D
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Common
Stock,
\$.01 par
value

03/03/2011	S	11,200	D	\$ 16.983 (2)	59,382.975	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Amount or Number of Shares
Options to Purchase Common Stock	\$ 5.25	03/03/2011		M	8,000	06/25/2003 01/01/2012	Common Stock, \$.01 par value	8,000
Options to Purchase Common Stock	\$ 2.75	03/03/2011		M	3,200	07/13/2009 07/13/2014	Common Stock, \$.01 par value	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lawton Michael T DOMINO'S PIZZA	Chief Financial Officer

30 FRANK LLOYD WRIGHT DRIVE
ANN ARBOR, MI 48106

Signatures

/s/ Adam J. Gacek,
attorney-in-fact

03/07/2011

__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) Includes 76,435 shares shares acquired under the Employee Stock Payroll Deduction Plan between August 23, 2010 and March 4, 2011.
- (2) These exercise and sale transactions were pursuant to a 10b5-1 trading plan entered into by Mr. Lawton. The sale price of common stock ranged from \$16.96 to 17.02.
- (3) The shares amount represents the balance held by Mr. Lawton in the Domino's Stock Fund in the Domino's Pizza 401(k) Savings Plan divided by the closing price of Domino's Pizza stock on the date of disposition.

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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