

DOMINOS PIZZA INC

Form 4

July 18, 2014

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 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)
 07/16/2014

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)

Chief Financial Officer

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, \$0.01 par value	07/16/2014		A		4,040 (1)	A \$ 0	61,129.975 D

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)

Edgar Filing: DOMINOS PIZZA INC - Form 4

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)
Option to Purchase Common Stock	\$ 73.04	07/16/2014		A	14,040	07/16/2018 ⁽²⁾ 07/16/2024	Common Stock, \$0.01 par value

Reporting Owners

Reporting Owner Name / Address	Relationships
Lawton Michael T DOMINO'S PIZZA 30 FRANK LLOYD WRIGHT DRIVE ANN ARBOR, MI 48106	Director 10% Owner Officer Other Chief Financial Officer

Signatures

/s/ Adam J. Gacek,
attorney-in-fact 07/18/2014
**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).
- The shares of common stock represent a grant of performance-based restricted stock that shall vest one-fourth each year on the anniversary date of the issuance date if applicable performance conditions are achieved. Thus, one-fourth may vest on each of July 16, 2015, July 16, 2016, July 16, 2017 and July 16, 2018.
- (1) The options to purchase common stock vest one-fourth each year on the anniversary date of the option to purchase grant date. Thus, one-fourth shall vest on each of July 16, 2015, July 16, 2016, July 16, 2017 and July 16, 2018.

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.