

DOMINOS PIZZA INC

Form 4

July 22, 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)
07/20/2011

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 below) ____ Other (specify 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	07/20/2011		A	15,000 (2)	A \$ 0	70,788.975	D
Common Stock, \$.01 par value	07/20/2011		F	2,675	D \$ 25.78	68,113.975	D

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

**Persons who respond to the collection of
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(9-02)

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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)
Options to Purchase Common Stock	\$ 25.78	07/20/2011		A	15,000	07/20/2014 ⁽¹⁾ 07/20/2021	Common Stock, \$.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 Chief Financial Officer

Signatures

/s/ Adam J. Gacek,
attorney-in-fact
07/22/2011

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) The options to purchase common stock vest one-third each year on the anniversary date of the option to purchase grant date. Thus one-third shall vest on each of July 20, 2012, July 20, 2013 and July 20, 2014.
- The 15,000 shares of Common Stock represent a grant of performance-based restricted stock that shall vest one-third each year on the anniversary date of the issuance date if applicable performance conditions are achieved. Thus one-third may vest on each of July 20, 2012, July 20, 2013 and July 20, 2014.
- 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.