

APPLEBEES INTERNATIONAL INC
 Form 4
 November 29, 2007

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

OMB APPROVAL
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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 *
CZINEGE MICHAEL

 (Last) (First) (Middle)
C/O APPLEBEE'S INTERNATIONAL, INC., 4551 W 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)
Chief Information 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/29/2007		D		21,840	D	\$ 25.50 <u>(1)</u>
Common Stock	11/29/2007		D		2,150	D	\$ 25.50 <u>(1)</u>

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

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SEC 1474 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.34	11/29/2007		D	1,186	<u>(2)</u> 03/01/2013	Common Stock	1,186	
Employee Stock Option (right to buy)	\$ 21	11/29/2007		D	3,500	<u>(3)</u> 03/01/2013	Common Stock	3,500	
Employee Stock Option (right to buy)	\$ 28.91	11/29/2007		D	3,459	<u>(4)</u> 03/01/2012	Common Stock	3,459	
Employee Stock Option (right to buy)	\$ 27.97	11/29/2007		D	3,574	<u>(5)</u> 04/12/2014	Common Stock	3,574	
Employee Stock Option (right to buy)	\$ 23.22	11/29/2007		D	5,000	<u>(6)</u> 03/01/2012	Common Stock	5,000	
Employee Stock Option (right to buy)	\$ 21.65	11/29/2007		D	5,000	<u>(7)</u> 03/01/2012	Common Stock	5,000	
	\$ 26.6	11/29/2007		D	50,000	<u>(8)</u> 08/01/2012		50,000	

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 27.4	11/29/2007	D	5,000	<u>(9)</u>	03/01/2012	Common Stock	5,000	
Employee Stock Option (right to buy)	\$ 28.91	11/29/2007	D	1,541	<u>(10)</u>	03/01/2012	Common Stock	1,541	
Employee Stock Option (right to buy)	\$ 27.97	11/29/2007	D	18,925	<u>(11)</u>	04/12/2014	Common Stock	18,925	
Employee Stock Option (right to buy)	\$ 27.97	11/29/2007	D	30,000	<u>(12)</u>	04/12/2014	Common Stock	30,000	
Employee Stock Option (right to buy)	\$ 23.57	11/29/2007	D	3,500	<u>(13)</u>	03/01/2013	Common Stock	3,500	
Employee Stock Option (right to buy)	\$ 20.34	11/29/2007	D	3,500	<u>(14)</u>	03/01/2013	Common Stock	3,500	
Employee Stock Option (right to buy)	\$ 22.34	11/29/2007	D	2,314	<u>(15)</u>	03/01/2013	Common Stock	2,314	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CZINEGE MICHAEL
C/O APPLEBEE'S INTERNATIONAL, INC.
4551 W 107TH STREET
OVERLAND PARK, KS 66207

Chief Information Officer

Signatures

/s/ Becky Tildon by Power of
Attorney

11/29/2007

__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).
- (1) 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"), these shares of Common Stock were cancelled in the merger in exchange for a cash payment, representing the value of the merger consideration of \$25.50 multiplied by the number of shares of Common Stock.
 - (2) Pursuant to the Merger Agreement, this option, which provided for full vesting on March 1, 2009, 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.
 - (3) Pursuant to the Merger Agreement, this option, which provided for full vesting on March 1, 2009, 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.
 - (4) Pursuant to the Merger Agreement, this option, which provided for full vesting on March 1, 2008, 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.
 - (5) Pursuant to the Merger Agreement, this option, which provided for full vesting on April 12, 2007, 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.
 - (6) Pursuant to the Merger Agreement, this option, which provided for full vesting on March 1, 2008, 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.
 - (7) Pursuant to the Merger Agreement, this option, which provided for full vesting on March 1, 2008, 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.
 - (8) Pursuant to the Merger Agreement, this option, which provided for full vesting on August 1, 2010, 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.
 - (9) Pursuant to the Merger Agreement, this option, which provided for full vesting on March 1, 2008, 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.
 - (10) Pursuant to the Merger Agreement, this option, which provided for full vesting on March 1, 2008, 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.
 - (11) Pursuant to the Merger Agreement, this option, which provided for full vesting on April 12, 2007, 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.
 - (12) Pursuant to the Merger Agreement, this option, which provided for full vesting on April 12, 2007, 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.
 - (13) Pursuant to the Merger Agreement, this stock appreciation right, which provided for full vesting on March 1, 2009, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the appreciation right and the merger

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consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the stock appreciation right, whether vested or unvested.

- (14) Pursuant to the Merger Agreement, this stock appreciation right, which provided for full vesting on March 1, 2009, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the appreciation right and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the stock appreciation right, whether vested or unvested.

- (15) Pursuant to the Merger Agreement, this stock appreciation right, which provided for full vesting on March 1, 2009, was cancelled in the merger in exchange for a cash payment, representing the difference between the exercise price of the appreciation right and the merger consideration of \$25.50, multiplied by the number of shares of Common Stock subject to the stock appreciation right, 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.

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