

HIGHTOWER DENNIS F
Form 4
June 03, 2009

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 *
HIGHTOWER DENNIS F

(Last) (First) (Middle)
1440 WHITTIER PLACE, N.W.
(Street)

WASHINGTON, DC 20012

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2009

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Options to Purchase Common Stock	\$ 14	06/01/2009	D	5,000	<u>(1)</u>	07/13/2014	Common Stock, \$.01 par value	5,000
Options to Purchase Common Stock	\$ 17.11	06/01/2009	D	7,500	<u>(1)</u>	02/18/2015	Common Stock, \$.01 par value	7,500
Options to Purchase Common Stock	\$ 25.02	06/01/2009	D	7,500	<u>(1)</u>	07/29/2015	Common Stock, \$.01 par value	7,500
Options to Purchase Common Stock	\$ 26.32	06/01/2009	D	7,500	<u>(1)</u>	02/16/2016	Common Stock, \$.01 par value	7,500
Options to Purchase Common Stock	\$ 18.26	06/01/2009	D	10,000	<u>(1)</u>	02/14/2017	Common Stock, \$.01 par value	10,000
Options to Purchase Common Stock	\$ 14.08	06/01/2009	D	10,000	<u>(1)</u>	02/13/2018	Common Stock, \$.01 par value	10,000
Options to Purchase Common Stock	\$ 10.06	06/01/2009	A	4,500	06/01/2009	07/13/2014	Common Stock, \$.01 par value	4,500
Options to Purchase Common Stock	\$ 10.06	06/01/2009	A	6,750	06/01/2009	02/18/2015	Common Stock, \$.01 par value	6,750
	\$ 12.51	06/01/2009	A	5,625	06/01/2009	07/29/2015		5,625

Options to Purchase Common Stock							Common Stock, \$.01 par value	
Options to Purchase Common Stock	\$ 13.16	06/01/2009	A	5,625	06/01/2009	02/16/2016	Common Stock, \$.01 par value	5,625
Options to Purchase Common Stock	\$ 10.06	06/01/2009	A	9,000	06/01/2009	02/14/2017	Common Stock, \$.01 par value	9,000
Options to Purchase Common Stock	\$ 10.06	06/01/2009	A	9,000	06/01/2009	02/13/2018	Common Stock, \$.01 par value	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HIGHTOWER DENNIS F 1440 WHITTIER PLACE, N.W. WASHINGTON, DC 20012		X		

Signatures

/s/ Adam J. Gacek, Attorney
in Fact

06/03/2009

**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) These options to purchase common stock were 100% vested at time of cancellation.
- (2) On June 1, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on July 13, 2004. In exchange for the option, the reporting person received 4,500 options to purchase common stock.
- (3) On June 1, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on February 18, 2005. In exchange for the option, the reporting person received 6,750 options to purchase common stock.
- (4) On June 1, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on July 29, 2005. In exchange for the option, the reporting person received 5,625 options to purchase common stock.
- (5) On June 1, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on February 16, 2006. In exchange for the option, the reporting person received 5,625 options to purchase common stock.

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- (6) On June 1, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on February 14, 2007. In exchange for the option, the reporting person received 9,000 options to purchase common stock.
- (7) On June 1, 2009, the issuer canceled, pursuant to the issuer's stock option exchange program, an option granted to the reporting person on February 13, 2008. In exchange for the option, the reporting person received 9,000 options to purchase common stock.

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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