MCLAIN W SCOTT Form 4

January 07, 2011

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

MCLAIN W SCOTT

2. Issuer Name and Ticker or Trading

Symbol

SONIC CORP [SONC]

(Month/Day/Year) 01/06/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction Director 10% Owner Other (specify

X_ Officer (give title below) below) President

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) 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

OKLAHOMA CITY, OK 73104

300 JOHNNY BENCH DRIVE

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(Middle)

3. 4. Securities

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amoun Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying Securiti Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)		Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		d of				
					Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
	Incentive Stock Option (right to buy)	\$ 11.19	01/06/2011		A	8,936		<u>(1)</u>	01/06/2018	Common Stock	8,93
	Non-qualified Stock Option (right to buy)	\$ 11.19	01/06/2011		A	42,394		<u>(1)</u>	01/06/2018	Common Stock	42,3

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCLAIN W SCOTT 300 JOHNNY BENCH DRIVE OKLAHOMA CITY, OK 73104

President

Signatures

Carolyn C. Cummins for W. Scott McLain

01/07/2011

**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).
- One-third of the total number of options granted on January 6, 2011 will vest on each of the first three anniversary dates following the date of grant.

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.

Reporting Owners 2