

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-14**  
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### REPORTING OWNER

**Bass Paige S**

CIK: **1388731**

Type: **4** | Act: **34** | File No.: **000-18859** | Film No.: **13530513**

Mailing Address

*300 JOHNNY BENCH DRIVE  
OKLAHOMA CITY OK 73104*

### ISSUER

**SONIC CORP**

CIK: **868611** | IRS No.: **731371046** | State of Incorporation: **DE** | Fiscal Year End: **0831**  
SIC: **5812** Eating places

Mailing Address

*300 JOHNNY BENCH DRIVE  
OKLAHOMA CITY OK 73104*

Business Address

*300 JOHNNY BENCH DRIVE  
OKLAHOMA CITY OK 73104  
4052255000*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Bass Paige S</b>			2. Issuer Name and Ticker or Trading Symbol <b>SONIC CORP [SONC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/14/2013</b>					
300 JOHNNY BENCH DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
OKLAHOMA CITY, OK 73104								
(City)	(State)	(Zip)						

**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	01/14/2013		M		4,447 <sup>(1)</sup>	A	\$ 0	21,426 <sup>(2)</sup>	D	
Common Stock	01/14/2013		F		1,685 <sup>(3)</sup>	D	\$10.95	19,741 <sup>(2)</sup>	D	
Common Stock								694	I <sup>(4)</sup>	by 401(k)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$ 0	01/14/2013		M		4,447		(1)	(1)	Common Stock	4,447	\$ 0	0	D	

#### Explanation of Responses:

1. Represents shares that vested in accordance with the terms of Restricted Stock Units granted January 14, 2010, providing for vesting of Restricted Stock Units in equal annual installments on each of the first three anniversaries following the date of grant.
2. The total number of shares owned directly includes 3,309 shares held in the 1991 Sonic Corp., Employee Stock Purchase Plan as of January 8, 2013.
3. Shares were withheld by the issuer to cover the minimum tax withholding requirements associated with the vesting of the 4,447 Restricted Stock Units.
4. Shares held in the Sonic Corp. 401(k) as of 1-8-2013.

**Signatures**

[Paige S. Bass](#)

\*\* Signature of Reporting Person

[01/15/2013](#)

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**