

APPLEBEES INTERNATIONAL INC

Form 4

November 29, 2007

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 *
SWORD STANLEY M

2. Issuer Name **and** Ticker or Trading
Symbol
**APPLEBEES INTERNATIONAL
INC [APPB]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**APPLEBEE'S INTERNATIONAL,
INC, 4551 WEST 107TH STREET**

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief People Officer

(Street)
OVERLAND PARK, KS 66207

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 \$ (1)
Common Stock	11/29/2007		D		55,429	D	25.50

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

**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 control
number.**

SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.51	11/29/2007		D	4,079	<u>(2)</u>	03/01/2014	Common Stock	4,079
Employee Stock Option (right to buy)	\$ 21	11/29/2007		D	4,761	<u>(3)</u>	03/01/2013	Common Stock	4,761
Employee Stock Option (right to buy)	\$ 25.5	11/29/2007		D	3,921	<u>(4)</u>	08/08/2012	Common Stock	3,921
Employee Stock Option (right to buy)	\$ 23.22	11/29/2007		D	10,000	<u>(5)</u>	03/01/2012	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 21.65	11/29/2007		D	10,000	<u>(6)</u>	03/01/2012	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 25.5	11/29/2007		D	16,079	<u>(7)</u>	08/08/2012	Common Stock	16,079
Stock Appreciation Rights	\$ 24.87	11/29/2007		D	7,250	<u>(8)</u>	03/01/2014	Common Stock	7,250
Stock Appreciation Rights	\$ 25.98	11/29/2007		D	7,250	<u>(8)(9)</u>	03/01/2014	Common Stock	7,250
Stock Appreciation Rights	\$ 24.51	11/29/2007		D	3,171	<u>(10)</u>	03/01/2014	Common Stock	3,171
Stock Appreciation Rights	\$ 22.34	11/29/2007		D	13,500	<u>(11)</u>	03/01/2013	Common Stock	13,500
Stock Appreciation Rights	\$ 21	11/29/2007		D	8,739	<u>(12)</u>	03/01/2013	Common Stock	8,739
Stock	\$ 20.34	11/29/2007		D	13,500	<u>(13)</u>	03/01/2013	Common	13,500

Appreciation
Rights

Stock

Stock

Appreciation \$ 23.57 11/29/2007
Rights

D 13,500 (14) 03/01/2013 Common Stock 13,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWORD STANLEY M APPLEBEE'S INTERNATIONAL, INC 4551 WEST 107TH STREET OVERLAND PARK, KS 66207			Chief People 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, 2011, 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 August 8, 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 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.

(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 August 8, 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 stock appreciation right, which provided for full vesting on March 1, 2011, 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.

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- (9) Pursuant to the Merger Agreement, this stock appreciation right, which provided for full vesting on March 1, 2011, 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.
- (10) Pursuant to the Merger Agreement, this stock appreciation right, which provided for full vesting on March 1, 2011, 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.
- (11) 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.
- (12) 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.
- (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 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.

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.