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APPLEBEES INTERNATIONAL INC

Form 8-K

March 20, 2007

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest
event reported) March 14, 2007

APPLEBEE'S INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	000-17962	43-1461763
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4551 W. 107th Street, Overland Park, Kansas	66207
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(Address of principal executive offices)	(Zip Code)

(913) 967-4000

(Registrant's telephone number, including area code)

None

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions:

-] Written communications pursuant to Rule 425 under the Securities Act 17
CFR 230.425)
-] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17
CFR 240.14a-12)
-] Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
-] Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a) On March 14, 2007, the Executive Compensation Committee of Applebee's International, Inc. (the "Company") approved the fiscal 2006 cash bonuses to be paid to the Chief Executive Officer, Chief Financial Officer and the other senior executive officers of the Company whose compensation will be shown in the Company's proxy statement (the "Named Executive Officers") under the Company's existing cash bonus plans. Based on the achievement of previously identified performance targets, the Committee agreed that the cash bonus for 2006 would be paid out at 43.6 percent of target for these senior officers (actual amounts listed after their titles): Dave Goebel, President and CEO - \$288,218; Steve Lumpkin, CFO - \$176,035; Stan Sword, Chief People Officer - \$99,190; and Carin Stutz, Executive Vice President, Operations - \$88,493. The Company ties 100 percent of the Named Executive Officers' cash bonuses to company performance. The Committee used performance measures focused on profitability and expanding restaurant operations in international countries in determining the cash bonus for Rohan St. George, President-International Division at \$183,128.

(b) The Committee revised the Personal Use of Corporate Aircraft policy to eliminate non-business travel on Company aircraft by executives and employees, except in cases of medical emergency or extreme hardship. Board members are not eligible for personal travel on Company aircraft. The revised policy is attached as Exhibit 10.1 hereto and incorporated herein by reference.

(c) On March 14, 2007, the Executive Compensation Committee, in accordance with the recommendation of the Hay Group ("Hay"), the independent compensation consultants retained by the Committee, approved adding the role of Chief Strategy Officer to Mr. Lumpkin's current title of Chief Financial Officer in order to better reflect the additional accountabilities and scope of his position. In addition to serving as CFO, Mr. Lumpkin also oversees the Company's International operations and Supply Chain Management function and oversees key strategic initiatives for the Company. The compensation structure for the Chief Financial and Strategy Officer has been adjusted accordingly, based on benchmarking by Hay to competitive market data for roles of similar nature and size.

(d) On March 14, 2007, the Executive Compensation Committee approved the fiscal 2007 base salary, cash bonus target potential, and other incentive compensation for the Named Executive Officers as follows:

Name	Base Salary	Cash Bonus Target Potential(1)	Stock Appreciation Rights(2)	Time-Restrict
David L. Goebel(5)	\$650,000	105% of base salary	122,000	42
Steven L. Lumpkin	\$525,000	100% of base salary	86,250	29
Stanley M. Sword	\$358,800	65% of base salary	29,000	10
Carin R. Stutz	\$335,000	65% of base salary	32,000	11

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Rohan St. George	\$294,000	50% of base salary	9,375	6
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- Item 9.01 Financial Statements and Exhibits.
 - (d) Exhibits
- 10.1 Revised Personal Use of Corporate Aircraft Policy
- 10.2 Form of Performance Vested Restricted Stock Award Agreement

2

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 20, 2007

APPLEBEE'S INTERNATIONAL, INC.

By: /s/ Steven K. Lumpkin

Steven K. Lumpkin
Executive Vice President and
Chief Financial and Strategy Officer

3

EXHIBIT INDEX

Exhibit Number	Description
10.1	Revised Personal Use of Corporate Aircraft Policy
10.2	Form of Performance Vested Restricted Stock Award Agreement

4