

APPLEBEES INTERNATIONAL INC
 Form 4
 November 29, 2007

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 *
 DIRAIMO CAROL A

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)

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

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP of Investor Relations

C/O APPLEBEE'S INTERNATIONAL, INC., 4551 W 107TH STREET
 (Street)

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

OVERLAND PARK, KS 66207
 (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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price \$		
Common Stock	11/29/2007		D		23,358 D 25.5 0	D	
					(1)		

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee Stock Option (right to buy)	\$ 28.91	11/29/2007		D	3,459	<u>(2)</u>	03/01/2012	Common Stock	3,459
Employee Stock Option (right to buy)	\$ 25.57	11/29/2007		D	3,910	<u>(3)</u>	02/17/2014	Common Stock	3,910
Employee Stock Option (right to buy)	\$ 23.22	11/29/2007		D	3,750	<u>(4)</u>	03/01/2012	Common Stock	3,750
Employee Stock Option (right to buy)	\$ 21.65	11/29/2007		D	3,750	<u>(5)</u>	03/01/2012	Common Stock	3,750
Employee Stock Option (right to buy)	\$ 26.3	11/29/2007		D	20,000	<u>(6)</u>	08/01/2012	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 27.4	11/29/2007		D	3,750	<u>(7)</u>	03/01/2012	Common Stock	3,750
Employee Stock Option (right to buy)	\$ 28.91	11/29/2007		D	291	<u>(8)</u>	03/01/2012	Common Stock	291
Employee Stock Option (right to buy)	\$ 25.57	11/29/2007		D	11,089	<u>(9)</u>	02/17/2014	Common Stock	11,089
Employee Stock Option (right to buy)	\$ 25.79	11/29/2007		D	5,250	<u>(10)</u>	01/02/2014	Common Stock	5,250
Employee Stock Option (right to buy)	\$ 21.36	11/29/2007		D	4,500	<u>(11)</u>	10/01/2013	Common Stock	4,500
Employee Stock Option	\$ 16.35	11/29/2007		D	1,875	<u>(12)</u>	01/27/2013	Common Stock	1,875

(right to buy)

Employee Stock Option (right to buy)	\$ 16.25	11/29/2007	D	3,375	<u>(13)</u>	01/02/2013	Common Stock	3,375
Employee Stock Option (right to buy)	\$ 16.15	11/29/2007	D	1,500	<u>(14)</u>	11/08/2012	Common Stock	1,500
Employee Stock Option (right to buy)	\$ 14.72	11/29/2007	D	5,062	<u>(15)</u>	01/02/2012	Common Stock	5,062
Employee Stock Option (right to buy)	\$ 9.81	11/29/2007	D	7,593	<u>(16)</u>	03/09/2011	Common Stock	7,593
Stock Appreciation Rights	\$ 22.34	11/29/2007	D	1,750	<u>(18)</u>	03/01/2013	Common Stock	1,750
Stock Appreciation Rights	\$ 21	11/29/2007	D	1,750	<u>(17)</u>	03/01/2013	Common Stock	1,750
Stock Appreciation Rights	\$ 20.34	11/29/2007	D	1,750	<u>(19)</u>	03/01/2013	Common Stock	1,750
Stock Appreciation Rights	\$ 23.57	11/29/2007	D	1,750	<u>(20)</u>	03/01/2013	Common Stock	1,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIRAIMO CAROL A C/O APPLEBEE'S INTERNATIONAL, INC. 4551 W 107TH STREET OVERLAND PARK, KS 66207			VP of Investor Relations	

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)

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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, 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.
- (3) Pursuant to the Merger Agreement, this option, which provided for full vesting on February 17, 2007, 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 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.
- (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 August 1, 2010, 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 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.
- (8) 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.
- (9) Pursuant to the Merger Agreement, this option, which provided for full vesting on February 17, 2007, 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.
- (10) Pursuant to the Merger Agreement, this option, which provided for full vesting on January 2, 2007, 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.
- (11) Pursuant to the Merger Agreement, this option, which provided for full vesting on October 1, 2006, 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.
- (12) Pursuant to the Merger Agreement, this option, which provided for full vesting on January 27, 2006, 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.
- (13) Pursuant to the Merger Agreement, this option, which provided for full vesting on January 2, 2006, 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.
- (14) Pursuant to the Merger Agreement, this option, which provided for full vesting on November 8, 2005, 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.
- (15) Pursuant to the Merger Agreement, this option, which provided for full vesting on January 2, 2005, 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.
- (16) Pursuant to the Merger Agreement, this option, which provided for full vesting on March 9, 2004, 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.
- (17) 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.

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(18) 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.

(19) 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.

(20) 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.