

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SACK BURTON 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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O APPLEBEE'S INTERNATIONAL, INC., 4551 WEST 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. Code		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)
			(Instr. 8)	(Instr. 8)	(A) or (D)	Price			
Common Stock	11/29/2007		D	V	1,962,750	D	(1) 0	D	
Common Stock	11/29/2007		D	V	185,750	D	(2) 0	I	Sack Family Partners LLP
Common Stock	11/29/2007		D	V	188,101	D	(3) 0	I	Scott A. Sack Irrevocable Trust

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Common Stock	11/29/2007		D	36,217	D	<u>(4)</u>	0		I	David A. Sack Irrevocable Trust
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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)

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 24.33	11/29/2007		D	4,800	<u>(5)</u> 01/03/2017	Common Stock	4,800
Employee Stock Option (right to buy)	\$ 24.33	11/29/2007		D	21,921	<u>(6)</u> 01/03/2017	Common Stock	21,921
Employee Stock Option (right to buy)	\$ 22.77	11/29/2007		D	5,130	<u>(7)</u> 01/03/2016	Common Stock	5,130
Employee Stock Option (right to buy)	\$ 22.77	11/29/2007		D	5,500	<u>(8)</u> 01/03/2016	Common Stock	5,500
Employee Stock Option	\$ 22.77	11/29/2007		D	8,400	<u>(9)</u> 01/03/2016	Common Stock	8,400

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(right to buy)									
Employee Stock Option (right to buy)	\$ 26.01	11/29/2007	D	4,990	<u>(10)</u>	01/03/2015	Common Stock	4,990	
Employee Stock Option (right to buy)	\$ 26.01	11/29/2007	D	5,500	<u>(11)</u>	01/03/2015	Common Stock	5,500	
Employee Stock Option (right to buy)	\$ 26.01	11/29/2007	D	8,400	<u>(12)</u>	01/03/2015	Common Stock	8,400	
Employee Stock Option (right to buy)	\$ 25.79	11/29/2007	D	20,250	<u>(13)</u>	01/02/2014	Common Stock	20,250	
Employee Stock Option (right to buy)	\$ 25.79	11/29/2007	D	3,885	<u>(14)</u>	01/02/2013	Common Stock	3,885	
Employee Stock Option (right to buy)	\$ 16.25	11/29/2007	D	6,165	<u>(15)</u>	01/02/2013	Common Stock	6,165	
Employee Stock Option (right to buy)	\$ 16.25	11/29/2007	D	20,250	<u>(16)</u>	01/02/2012	Common Stock	20,250	
Employee Stock Option (right to buy)	\$ 14.72	11/29/2007	D	6,817	<u>(17)</u>	01/02/2012	Common Stock	6,817	
Employee Stock Option (right to buy)	\$ 9.81	11/29/2007	D	20,250	<u>(18)</u>	03/09/2011	Common Stock	20,250	

buy)									
Employee Stock Option (right to buy)	\$ 8.96	11/29/2007	D	20,250	<u>(19)</u>	01/02/2011	Common Stock	20,250	
Employee Stock Option (right to buy)	\$ 8.44	11/29/2007	D	19,912	<u>(20)</u>	05/13/2009	Common Stock	19,912	
Employee Stock Option (right to buy)	\$ 7.43	11/29/2007	D	16,875	<u>(21)</u>	05/06/2008	Common Stock	16,875	
Employee Stock Option (right to buy)	\$ 14.72	11/29/2007	D	20,250	<u>(22)</u>	01/02/2012	Common Stock	20,250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SACK BURTON M C/O APPLEBEE'S INTERNATIONAL, INC. 4551 WEST 107TH STREET OVERLAND PARK, KS 66207	X			

Signatures

/s/ Burton Sack 11/23/2007

**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).

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"), each issued and outstanding share of the Common Stock was converted as of the effective time of the merger into the right to receive \$25.50 in cash, except for shares for which appraisal rights have been perfected under Delaware law. Holders of

(1) shares of Common Stock who perfect appraisal rights under Delaware law shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 262 of the Delaware General Corporation Law. The reporting person has demanded appraisal rights under Delaware law with respect to the shares of Common Stock reported herein (the "Appraisal Demand"). The reporting person reserves all rights with respect to the Appraisal Demand and nothing in this Form 4 shall be deemed a waiver of any such right.

(2)

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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"), each issued and outstanding share of the Common Stock was converted as of the effective time of the merger into the right to receive \$25.50 in cash, except for shares for which appraisal rights have been perfected under Delaware law. Holders of shares of Common Stock who perfect appraisal rights under Delaware law shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 262 of the Delaware General Corporation Law. The reporting person has demanded appraisal rights under Delaware law with respect to the shares of Common Stock reported herein (the "Appraisal Demand"). The reporting person reserves all rights with respect to the Appraisal Demand and nothing in this Form 4 shall be deemed a waiver of any such right.

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"), each issued and outstanding share of the Common Stock was converted as of the effective time of the merger into the right to receive \$25.50 in cash, except for shares for which appraisal rights have been perfected under Delaware law. Holders of shares of Common Stock who perfect appraisal rights under Delaware law shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 262 of the Delaware General Corporation Law. The reporting person has demanded appraisal rights under Delaware law with respect to the shares of Common Stock reported herein (the "Appraisal Demand"). The reporting person reserves all rights with respect to the Appraisal Demand and nothing in this Form 4 shall be deemed a waiver of any such right.

(3)

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"), each issued and outstanding share of the Common Stock was converted as of the effective time of the merger into the right to receive \$25.50 in cash, except for shares for which appraisal rights have been perfected under Delaware law. Holders of shares of Common Stock who perfect appraisal rights under Delaware law shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 262 of the Delaware General Corporation Law. The reporting person has demanded appraisal rights under Delaware law with respect to the shares of Common Stock reported herein (the "Appraisal Demand"). The reporting person reserves all rights with respect to the Appraisal Demand and nothing in this Form 4 shall be deemed a waiver of any such right.

(4)

This option, which provided for full vesting on January 3, 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)

This option, which provided for full vesting on January 3, 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)

This option, which provided for full vesting on January 3, 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.

(7)

This option, which provided for full vesting on January 3, 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.

(8)

This option, which provided for full vesting on January 3, 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.

(9)

This option, which provided for full vesting on January 3, 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.

(10)

This option, which provided for full vesting on January 3, 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.

(11)

This option, which provided for full vesting on January 3, 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)

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.

(13)

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.

(14)

This option, which provided for full vesting on January 2, 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.

(15)

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(16) This option, which provided for full vesting on January 2, 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) This option, which provided for full vesting on January 2, 2003, 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.

(18) This option, which provided for full vesting on March 9, 2002, 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.

(19) This option, which provided for full vesting on January 2, 2002, 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.

(20) This option, which provided for full vesting on May 13, 2000, 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.

(21) This option, which provided for full vesting on May 6, 1999, 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.

(22) This option, which provided for full vesting on January 2, 2003, 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.

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.