#### APPLEBEES INTERNATIONAL INC

Form 4

November 29, 2007

Check this box

if no longer

subject to

Section 16.

Form 4 or

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington, D.C. 20540
	Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BELTON ERLINE** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol APPLEBEES INTERNATIONAL

(Check all applicable)

INC [APPB]

11/29/2007

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director Officer (give title

10% Owner Other (specify

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

(Street)

Common

Stock

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

OVERLAND PARK, KS 66207

(City) (State) (Zip)

11/29/2007

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) (D) Price

Code V Amount

\$ 12,356 D D D 0 (1) 25.5

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	TransactiorD Code Se (Instr. 8) A or (I	ecurities equired (A) Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.77	11/29/2007		D	5,500	(2)	01/03/2016	Common Stock	5,500
Employee Stock Option (right to buy)	\$ 22.77	11/29/2007		D	8,400	(3)	01/03/2016	Common Stock	8,400
Employee Stock Option (right to buy)	\$ 26.01	11/29/2007		D	5,500	<u>(4)</u>	01/03/2015	Common Stock	5,500
Employee Stock Option (right to buy)	\$ 26.01	11/29/2007		D	8,400	<u>(5)</u>	01/03/2015	Common Stock	8,400
Employee Stock Option (right to buy)	\$ 25.79	11/29/2007		D	20,250	(5)(6)	01/02/2014	Common Stock	20,250
Employee Stock Option (right to buy)	\$ 16.25	11/29/2007		D	20,250	<u>(7)</u>	01/02/2013	Common Stock	20,250
Employee Stock Option (right to buy)	\$ 14.72	11/29/2007		D	20,250	(8)	01/02/2012	Common Stock	20,250
<i>3</i> /	\$ 9.94	11/29/2007		D	16,875	<u>(9)</u>	05/04/2010		16,875

Employee Common Stock
Option

**Reporting Owners** 

(right to buy)

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BELTON ERLINE 4551 W 107TH STREET C/O APPLEBEE'S INTERNATIONAL, INC. OVERLAND PARK, KS 66207

### **Signatures**

/s/ Becky Tilden by Power of Attorney

11/29/2007

X

\*\*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 (1) "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.
- Pursuant to the Merger Agreement, 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.
- Pursuant to the Merger Agreement, 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.
- Pursuant to the Merger Agreement, 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.
- Pursuant to the Merger Agreement, 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.
- 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.
- Pursuant to the Merger Agreement, 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.
- Pursuant to the Merger Agreement, 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
- (9) Pursuant to the Merger Agreement, this option, which provided for full vesting on May 4, 2001, 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,

Reporting Owners 3

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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.