

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 *
 GOEBEL DAVID

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)
 Chief Executive Officer

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 Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price \$			
Common Stock	11/29/2007		D	174,483 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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)	\$ 25.79	11/29/2007		D		3,877		<u>(3)</u>	01/02/2014	Common Stock	3,877
Employee Stock Option (right to buy)	\$ 16.25	11/29/2007		D		6,151		<u>(4)</u>	01/02/2013	Common Stock	6,151
Employee Stock Option (right to buy)	\$ 14.72	11/29/2007		D		6,795		<u>(5)</u>	01/02/2012	Common Stock	6,795
Employee Stock Option (right to buy)	\$ 23.22	11/29/2007		D		21,750		<u>(6)</u>	03/01/2012	Common Stock	21,750
Employee Stock Option (right to buy)	\$ 21.65	11/29/2007		D		21,750		<u>(7)</u>	03/01/2012	Common Stock	21,750
Employee Stock Option (right to buy)	\$ 27.4	11/29/2007		D		21,750		<u>(8)</u>	03/01/2012	Common Stock	21,750
Employee Stock Option (right to buy)	\$ 28.91	11/29/2007		D		18,291		<u>(9)</u>	03/01/2012	Common Stock	18,291
Employee Stock Option (right to buy)	\$ 25.79	11/29/2007		D		63,622		<u>(10)</u>	01/02/2014	Common Stock	63,622
Employee Stock Option (right to buy)	\$ 16.25	11/29/2007		D		42,598		<u>(11)</u>	01/02/2013	Common Stock	42,598
Employee Stock Option	\$ 16.12	11/29/2007		D		16,875		<u>(12)</u>	04/19/2012	Common Stock	16,875

(right to buy)

Employee Stock Option (right to buy)	\$ 14.72	11/29/2007	D	49,455	<u>(13)</u>	01/02/2012	Common Stock	49,455
Stock Appreciation Rights	\$ 24.87	11/29/2007	D	30,500	<u>(14)</u>	03/01/2014	Common Stock	30,500
Stock Appreciation Rights	\$ 25.98	11/29/2007	D	30,500	<u>(15)</u>	03/01/2014	Common Stock	30,500
Stock Appreciation Rights	\$ 24.51	11/29/2007	D	30,500	<u>(16)</u>	03/01/2014	Common Stock	30,500
Stock Appreciation Rights	\$ 22.34	11/29/2007	D	64,125	<u>(17)</u>	03/01/2013	Common Stock	64,125
Stock Appreciation Rights	\$ 21	11/29/2007	D	34,750	<u>(18)</u>	03/01/2013	Common Stock	34,750
Stock Appreciation Rights	\$ 20.34	11/29/2007	D	34,750	<u>(19)</u>	03/01/2013	Common Stock	34,750
Stock Appreciation Rights	\$ 23.57	11/29/2007	D	34,750	<u>(20)</u>	03/01/2013	Common Stock	34,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOEBEL DAVID C/O APPLEBEE'S INTERNATIONAL, INC. 4551 W 107TH STREET OVERLAND PARK, KS 66207	X		Chief Executive 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)

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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.

(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.

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