

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 \*  
 Williams George S

(Last) (First) (Middle)

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

(Street)

OVERLAND PARK, KS 66207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 APPLEBEES INTERNATIONAL INC [APPB]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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                              |   | 20,801  | D  |                                   | \$ 25.50 |
| (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)

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 24.51   | 11/29/2007                           |  | D                              | 4,079   | <u>(1)</u> 03/01/2014                                    | Common Stock  | 4,079                      |
| Stock Appreciation Rights                  | \$ 24.87   | 11/29/2007                           |  | D                              | 8,000   | <u>(2)</u> 03/01/2014                                    | Common Stock  | 8,000                      |
| Stock Appreciation Rights                  | \$ 25.98   | 11/29/2007                           |  | D                              | 8,000   | <u>(3)</u> 03/01/2014                                    | Common Stock  | 8,000                      |
| Stock Appreciation Rights                  | \$ 24.51   | 11/29/2007                           |  | D                              | 3,921   | <u>(4)</u> 03/01/2014                                    | Common Stock  | 3,921                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

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

Chief Marketing Officer

## Signatures

/s/ Becky Tilden 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) 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

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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, 2011, 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 stock appreciation right, which provided for full vesting on March 1, 2011, 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 appreciation right, whether vested or unvested.

- (4) Pursuant to the Merger Agreement, this stock appreciation right, which provided for full vesting on March 1, 2011, 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 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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