SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
NUNNELLY MARK E	DOMINOS PIZZA INC [DPZ]	X Director X 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2005	Officer (give title below) Other (specify below)
C/O BAIN CAPITAL, LLC 111 HUNTINGTON AVENUE (Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
BOSTON MA 02199 (City) (State) (Zip)		X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Non-Voting Common Stock, $.01 par value[3]	03/29/2005		J[2]		478,080	A	[2]	478,080	I	See footnote.[1]
Non-Voting Common Stock, $.01 par value[3]	05/09/2005		J[2]		179,218	A	[2]	657,298	I	See footnote.[1]
Non-Voting Common Stock, $.01 par value[3]	05/16/2005		J[2]		115,651	A	[2]	772,949	I	See footnote.[1]

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners VI, L.P. ("Partners VI"). By virtue of this relationship, Mr. Nunnelly may be deemed to share voting and dispositive power with respect to the Non-Voting Common Stock held by Partners VI. Mr. Nunnelly disclaims beneficial ownership of the securities held by each of BCI and Partners VI except to the extent of his pecuniary interest therein.

2. Distribution from an investment LLC. See Rule 16a-9 under the Securities Exchange Act of 1934.

3. Shares of Non-Voting Common Stock are convertible on a one-to-one basis into shares of Domino's Pizza, Inc. Common Stock, $.01 par value, upon transfer to a non-affiliate of the holder or otherwise in a brokerage transaction.

/s/ Mark E. Nunnelly   06/08/2005

** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.