

DUNKIN' BRANDS GROUP, INC.
 Form 4
 March 04, 2014

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 *
TRAVIS NIGEL

2. Issuer Name and Ticker or Trading Symbol
**DUNKIN' BRANDS GROUP, INC.
 [DNKN]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
C/O DUNKIN' BRANDS GROUP, INC., 130 ROYALL STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2014

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

CANTON, MA 02021

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/28/2014		A		150,000 <u>(1)</u>	A	\$ 0 274,377 D
Common Stock	03/03/2014		M		18,000	A	\$ 3.02 292,377 D
Common Stock	03/03/2014		S ⁽²⁾		18,000	D	\$ 51.14 274,377 D <u>(3)</u>

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Option to Purchase Common Stock	\$ 51.67	02/28/2014		A	253,293	(4) 02/28/2021	Common Stock 253,293
Option to Purchase Common Stock	\$ 3.02	03/03/2014		M	18,000	(5) 02/23/2020	Common Stock 18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAVIS NIGEL C/O DUNKIN' BRANDS GROUP, INC. 130 ROYALL STREET CANTON, MA 02021	X		CEO and Chairman	

Signatures

/s/ Richard Emmett, as attorney-in-fact for Nigel Travis
03/04/2014

**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).

On 2/28/2014, the reporting person was granted a restricted stock award of 150,000 shares of common stock. The award vests on time (1) (continued employment through 12/31/2018) and performance (level of relative shareholder return achieved during the performance period) criteria.

(2) The sales reported in this row were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 02/04/2013.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.77 to \$51.51, inclusive. The reporting person undertakes to provide Dunkin' Brands Group, Inc., any security holder of Dunkin' Brands Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.

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- (4) On 02/28/2014, the reporting person was granted an option to purchase 253,293 shares of common stock. The option vests based upon time criteria (four equal annual installments beginning on 02/28/2015).

- (5) On 2/23/2010, the reporting person was granted an option to purchase 1,915,499 shares of Common Stock. The option vests based upon time (five equal annual installments that began on 2/23/2010) and performance (investment returns to investment funds affiliated with Bain Capital Partners, LLC, the Carlyle Group and Thomas H. Lee Partners, L.P. (collectively the "Sponsors")) criteria.

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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