

JACK IN THE BOX INC /NEW/
 Form 4
 November 29, 2016

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 *
RUDOLPH PHILLIP H

2. Issuer Name and Ticker or Trading Symbol
JACK IN THE BOX INC /NEW/ [JACK]

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

(Last) (First) (Middle)
9330 BALBOA AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2016

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
EVP, CHF LGL/RISK OFCR & SEC

SAN DIEGO, CA 92123
 (City) (State) (Zip)

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

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 | 11/28/2016 | | M | | 8,810 A \$ 47.29 | 97,000 | D |
| COMMON STOCK | 11/28/2016 | | S ⁽¹⁾ | | 8,810 D \$ 105.5956 | 88,190 | D |
| COMMON STOCK | 11/28/2016 | | M | | 3,202 A \$ 47.29 | 91,392 | D |
| COMMON STOCK | 11/28/2016 | | S ⁽¹⁾ | | 3,202 D \$ 106.4783 | 88,190 | D |
| | 11/28/2016 | | M | | 1,802 A \$ 47.29 | 89,992 | D |

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COMMON STOCK

| COMMON STOCK | Transaction Date | Code | Quantity | Disposition | Exercise Price | Market Price | Value |
|--------------|------------------|------------------|----------------------|-------------|----------------|--------------|-------|
| COMMON STOCK | 11/28/2016 | S ⁽¹⁾ | 1,802 | D | \$ 107.1577 | 88,190 | D |
| COMMON STOCK | 11/28/2016 | A | 6,559 ⁽⁵⁾ | A | \$ 0 | 94,749 | D |
| COMMON STOCK | 11/29/2016 | S | 2,999 ⁽⁶⁾ | D | \$ 103.3981 | 91,750 | D |
| COMMON STOCK | 11/29/2016 | A | 2,876 ⁽⁷⁾ | A | \$ 0 | 94,626 | D |
| COMMON STOCK | 11/29/2016 | S | 572 ⁽⁸⁾ | D | \$ 103.3971 | 94,054 | D |
| COMMON STOCK | 11/29/2016 | S | 438 ⁽⁸⁾ | D | \$ 103.3983 | 93,616 | D |
| COMMON STOCK | 11/29/2016 | S | 389 ⁽⁸⁾ | D | \$ 103.3983 | 93,227 | D |
| COMMON STOCK | 11/29/2016 | S | 401 ⁽⁸⁾ | D | \$ 103.3981 | 92,826 | D |
| COMMON STOCK | 11/29/2016 | S | 473 ⁽⁸⁾ | D | \$ 103.3986 | 92,353 | D |

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

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 control number.

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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| NON QUALIFIED STOCK OPTION | \$ 47.29 | 11/28/2016 | | M | 13,814 | 11/26/2014 ⁽⁹⁾ | 11/26/2020 | COMMON STOCK |
| | \$ 104.95 | 11/29/2016 | | A | 8,718 | 11/29/2017 ⁽⁹⁾ | 11/29/2023 | |

NON
QUALIFIED
STOCK
OPTION

COMMON
STOCK

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUDOLPH PHILLIP H 9330 BALBOA AVENUE SAN DIEGO, CA 92123 | | | EVP, CHF LGL/RISK OFCR & SEC | |

Signatures

PHILLIP H
RUDOLPH
11/28/2016

**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) This transaction was executed pursuant to a Rule 10b5-1 Plan.
The shares with respect to this transaction were sold at prices ranging from \$105.04 to \$106.03. The price reported reflects the weighted average sales price. The reporting person hereby agrees, upon request, to provide to the Securities and Exchange Commission staff, the Company, or any security holder of the Company, full information regarding the number of shares sold at each separate price.
- (3) The shares with respect to this transaction were sold at prices ranging from \$106.05 to \$107.01. The price reported reflects the weighted average sales price. The reporting person hereby agrees, upon request, to provide to the Securities and Exchange Commission staff, the Company, or any security holder of the Company, full information regarding the number of shares sold at each separate price.
- (4) The shares with respect to this transaction were sold at prices ranging from \$107.07 to \$107.39. The price reported reflects the weighted average sales price. The reporting person hereby agrees, upon request, to provide to the Securities and Exchange Commission staff, the Company, or any security holder of the Company, full information regarding the number of shares sold at each separate price.
- (5) Represents shares vested on 11/23/2016 and settled on 11/28/2016 for achievement of pre-established performance goals with respect to Performance Shares (as defined in Section 2.1 (aa) of our 2004 Stock Incentive Plan) granted for the three fiscal year performance period 2014-2016.
- (6) Disposition of shares to satisfy tax withholding obligation upon vesting of Performance Shares on 11/23/2016.
- (7) These securities are restricted stock units that vest in four equal installments commencing one year from the grant date, with after-tax net shares subject to a 50% holding requirement until separation of service from the Company.
- (8) Disposition of shares to satisfy tax withholding obligation upon vesting of restricted stock units.
- (9) These options become exercisable in three equal installments commencing one year after the date of grant.

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.