

DENNYS CORP
Form 4
December 20, 2004

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 *
TRAFELET & CO LLC

2. Issuer Name and Ticker or Trading Symbol
DENNYS CORP [DNNY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
900 THIRD AVENUE, 5TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2004

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/16/2004		P	41,900 A \$ 4.0658	6,010,300 (1)	I	By Delta Institutional, LP
Common Stock					1,127,800 (2)	I	By Delta Onshore, LP
Common Stock	12/16/2004		P	63,100 A \$ 4.0658	6,468,215 (3)	I	By Delta Offshore, Ltd.
Common Stock					1,075,000 (4)	I	By Delta Pleiades, LP

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAFELET & CO LLC 900 THIRD AVENUE 5TH FLOOR NEW YORK, NY 10022		X		
TRAFELET REMY W 900 THIRD AVENUE 5TH FLOOR NEW YORK, NY 10022		X		
DELTA INSTITUTIONAL LP 900 THIRD AVENUE 5TH FLOOR NEW YORK, NY 10022		X		
DELTA ONSHORE, LP 900 THIRD AVENUE 5TH FLOOR NEW YORK, NY 10022		X		
DELTA OFFSHORE LTD C/O BNY ALT. INVESTMENT SERVICES LIMITED 18 CHURCH STREET, SKANDIA HOUSE HAMILTON, HM11, D0 00000		X		

DELTA PLEIADES, LP
900 THIRD AVENUE
5TH FLOOR
NEW YORK, NY 10022

X

Signatures

Trafelet & Company, LLC, By: /s/ Remy W. Trafelet	12/20/2004
**Signature of Reporting Person	Date
/s/ Remy W. Trafelet	12/20/2004
**Signature of Reporting Person	Date
Delta Institutional, LP, By: Trafelet & Company Advisors, LLC, General Partner, By: /s/ Remy W. Trafelet, Managing Member	12/20/2004
**Signature of Reporting Person	Date
Delta Onshore, LP, By: Trafelet & Company Advisors, LLC, General Partner, By: /s/ Remy W. Trafelet, Managing Member	12/20/2004
**Signature of Reporting Person	Date
Delta Offshore, Ltd., By: Trafelet & Company, LLC, Investment Manager, By: /s/ Remy W. Trafelet, Managing Member	12/20/2004
**Signature of Reporting Person	Date
Delta Pleiades, LP, By: Trafelet & Company Advisors, LLC, General Partner, By: /s/ Remy W. Trafelet, Managing Member	12/20/2004
**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).

These securities may be deemed to be beneficially owned by Trafelet & Company, LLC ("Trafelet"), the management company of Delta Institutional, LP, and Mr. Remy W. Trafelet, the managing member of Trafelet. Each such reporting person and the joint filers disclaim

- (1) beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.

These securities may be deemed to be beneficially owned by Trafelet, the management company of Delta Onshore, LP, and Mr. Remy W. Trafelet. Each such reporting person and the joint filers disclaim beneficial ownership of the reported securities except to the extent of his

- (2) or its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.

These securities may be deemed to be beneficially owned by Trafelet, the investment manager of Delta Offshore, Ltd., and Mr. Remy W. Trafelet. Each such reporting person and the joint filers disclaim beneficial ownership of the reported securities except to the extent of his

- (3) or its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.

These securities may be deemed to be beneficially owned by Trafelet, the management company of Delta Pleiades, LP, and Mr. Remy W. Trafelet. Each such reporting person and the joint filers disclaim beneficial ownership of the reported securities except to the extent of his

- (4) or its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.

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.