

DineEquity, Inc
Form 4
January 06, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
STEWART JULIA A

(Last) (First) (Middle)
450 NORTH BRAND
BOULEVARD, 7TH FLOOR
(Street)

GLENDALE, CA 91203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DineEquity, Inc [DIN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2015

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)

CHAIRMAN AND CEO

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 (A) or (D) Price			
COMMON STOCK	01/02/2015		M	57,500 A \$ 40	101,401	D	
COMMON STOCK	01/02/2015		S	15,100 D \$ 102.22 (1)	86,301	D	
COMMON STOCK	01/02/2015		S	32,000 D \$ 102.8 (2)	54,301	D	
COMMON STOCK	01/02/2015		S	10,400 D \$ 103.699 (3)	43,901	D	
COMMON STOCK	01/05/2015		M	17,709 A \$ 40	61,610	D	

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COMMON STOCK	01/05/2015	S	9,109	D	\$ 101.264 (4)	52,501	D	
COMMON STOCK	01/05/2015	S	8,600	D	\$ 101.977 (5)	43,901	D	
COMMON STOCK						64,702	I	By trust (6)
COMMON STOCK						603.277	I	By 401(k) Plan (7)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTION (RIGHT TO BUY)	\$ 40	01/02/2015		M	57,500	02/26/2011 ⁽⁸⁾	02/26/2018	COMMON STOCK	57,500
STOCK OPTION (RIGHT TO BUY)	\$ 40	01/05/2015		M	17,709	02/26/2011 ⁽⁸⁾	02/26/2018	COMMON STOCK	17,709

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEWART JULIA A
 450 NORTH BRAND BOULEVARD, 7TH FLOOR
 GLENDALE, CA 91203

X

CHAIRMAN
 AND CEO

Signatures

/s/ James R. Oehler, as attorney-in-fact for Julia A.
 Stewart

01/06/2015

__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) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$101.47 to \$102.46, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2014 and effective as of January 1, 2015.

(2) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$102.47 to \$103.41, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2014 and effective as of January 1, 2015.

(3) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$103.58 to \$104.07, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2014 and effective as of January 1, 2015.

(4) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$100.73 to \$101.72, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2014 and effective as of January 1, 2015.

(5) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$101.73 to \$102.31, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2014 and effective as of January 1, 2015.

(6) The reporting person is the sole trustee and beneficiary of the Julia Stewart Trust.

(7) These shares are held in the DineEquity, Inc. 401(k) plan.

(8) This option to purchase 168,000 shares vested as to one-third of the shares on each of February 26, 2009, 2010 and 2011.

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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