WEISBERGER MARK D

Form 4

December 04, 2008

FORM -	4
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

Name and Address of Reporting Person WEISBERGER MARK D	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer		
	DineEquity, Inc [DIN]	(Check all applicable)		
(Last) (First) (Middle	3. Date of Earliest Transaction			
450 N. BRAND BOULEVARD - FLR 7	(Month/Day/Year) 12/03/2008	Director 10% Owner Nother (give title Other (special below) Vice President-Legal		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
GLENDALE, CA 91023	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi		\r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Wolldin Day Tear)	any	Code	Disposed	of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock					` /		6,100 <u>(1)</u>	I	See Footnote
Common Stock	12/03/2008		M	1,204 (10)	A	\$0	7,710	D	

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	Securi	rivative ities ared seed of 3, 4,	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and L Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	<u>(2)</u>						(2)	(2)	Common Stock	<u>(2)</u>
Restricted Stock	(3)						<u>(3)</u>	(3)	Common Stock	<u>(3)</u>
Restricted Stock	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>
Restricted Stock	<u>(5)</u>	12/03/2008		M		1,875 (9)	12/03/2008	<u>(5)</u>	Common Stock	1,875 (9)
Restricted Stock	<u>(6)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(6)</u>
Performance Shares	<u>(7)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	<u>(7)</u>
Performance Shares	<u>(8)</u>						(8)	(8)	Common Stock	<u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			

WEISBERGER MARK D 450 N. BRAND BOULEVARD - FLR 7 GLENDALE, CA 91023

Vice President-Legal

Signatures

Mark D.

Weisberger 12/04/2008

**Signature of Reporting Person Date

Reporting Owners 2

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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) Shares held in the IHOP Corp. 401(k) plan.
- (2) Employee stock options granted pursuant to IHOP Corp. 2001 Stock Incentive Plan.
- (3) Grant of Restricted Stock pursuant to IHOP Corp. 2001 Stock Incentive Plan. These shares vest in full on March 1, 2009.
- (4) Grant of Restricted Stock pursuant to IHOP Corp.2001 Stock Incentive Plan. These shares vest in full on February 20, 2010.
- Grant of Restricted Stock pursuant to IHOP Corp. 2001 Stock Incentive Plan. These shares vest after the closing date of the Applebee's acquisition in installments of 25% of shares after the 6 months, 25% of shares after the 12 months and 50% of shares after 24 months.
- (6) Grant of Restricted Stock pursuant to IHOP Corp. 2001 Stock Incentive Plan. These shares vest in full on February 26, 2011.
 - Performance shares awarded under the IHOP Corp. 2001 Stock Incentive Plan. The award vests on January 1, 2009, for a percentage (0% to 150%) of the performance shares awarded based, in part, upon the Issuer's total shareholder return compared to the total shareholder return of a selected peer group and, in part, on the Issuer's generation of aggregate net cash flow from operations, as
- (7) compared to pre-determined targets. Performance shares are payable one-half in cash and one-half in shares of the Issuer's Common Stock. The amount set forth in Column 5 represents the one-half portion of the award payable in shares of the Issuer's common stock as if a target level of 100% were achieved. The ultimate payout of shares will be based on the actual target level achieved and can range from 0 to 150% of this amount.
 - Performance shares awarded under the IHOP Corp. 2001 Stock Incentive Plan. The award vests on January 1, 2010, for a percentage (0% to 150%) of the performance shares awarded based, in part, upon the Issuer's total shareholder return compared to the total shareholder return of a selected peer group and, in part, on the Issuer's generation of aggregate net cash flow from operations, as
- (8) compared to pre-determined targets. Performance shares are payable one-half in cash and one-half in shares of the Issuer's Common Stock. The amount set forth in Column 5 represents the one-half portion of the award payable in shares of the Issuer's common stock as if a target level of 100% were achieved. The ultimate payout of shares will be based on the actual target level achieved and can range from 0 to 150% of this amount.
- (9) Represents shares received by Reporting Owner upon the lapsing of an additional 25% of the Restricted Stock awarded to Reporting Owner on August 27, 2007.
- (10) Represents shares received by Reporting Owner upon the lapsing of an additional 25% of the Restricted Stock awarded to Reporting Owner on August 27, 2007 less 671 shares returned to Issuer to cover tax withholding.

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.