GORDON MICHAEL STEPHEN

Form 4 March 01, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **GORDON MICHAEL STEPHEN**

(First) (Middle) (Last)

450 NORTH BRAND BOULEVARD, 7TH FLOOR

(Street)

2. Issuer Name and Ticker or Trading

DineEquity, Inc [DIN]

3. Date of Earliest Transaction

(Month/Day/Year) 02/28/2012

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

GLENDALE, CA 91203

1. Title of

Security

(Instr. 3)

(City) (State) (Zip)

> 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

> > (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of 6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Security Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** (Instr. 3) or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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	Derivative Security		(Wonds Day, Tear)	(IIISII.	. 0)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
RESTRICTED STOCK UNITS	<u>(1)</u>	02/28/2012		A		1,910		<u>(1)</u>	<u>(1)</u>	COMMON STOCK	1,910

(Month/Day/Year) (Instr. 8) Acquired

Reporting Owners

Price of

Reporting Owner Name / Address

Director 10% Owner Officer Other

GORDON MICHAEL STEPHEN
450 NORTH BRAND BOULEVARD, 7TH FLOOR X
GLENDALE, CA 91203

Signatures

/s/ Kisha L. Parker as attorney in fact for Michael S. Gordon

03/01/2012

Date

**Signature of Reporting Person

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) On February 28, 2012, the reporting person was granted 1,910 restricted stock units, all of which will be settled in shares of common stock on February 28, 2015, subject to the reporting person's continued service with the issuer.
- (2) Granted as compensation for services.

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.

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