

DineEquity, Inc
 Form 4
 January 08, 2015

FORM 4

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

OMB APPROVAL

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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)
 01/06/2015

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	01/06/2015		M		50,736 A \$ 40	94,637	D
COMMON STOCK	01/06/2015		S		43,410 D \$ 100.779	51,227	D
COMMON STOCK	01/06/2015		S		7,326 D \$ 101.259	43,901	D
COMMON STOCK	01/07/2015		M		42,055 A \$ 40	85,956	D
	01/07/2015		S		902 D	85,054	D

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COMMON STOCK					\$				
					101.641				
					<u>(3)</u>				
COMMON STOCK	01/07/2015		S	2,598	D	\$	102.943	82,456	D
						<u>(4)</u>			
COMMON STOCK	01/07/2015		S	10,200	D	\$	104.136	72,256	D
						<u>(5)</u>			
COMMON STOCK	01/07/2015		S	11,825	D	\$	105.231	60,431	D
						<u>(6)</u>			
COMMON STOCK	01/07/2015		S	16,530	D	\$	105.783	43,901	D
						<u>(7)</u>			
COMMON STOCK							64,702		I
									By trust <u>(8)</u>
COMMON STOCK							603.277		I
									By 401(k) Plan <u>(9)</u>

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 Amount of Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Am or Num of S
				Code	V (A) (D)				
STOCK OPTION (RIGHT TO BUY)	\$ 40	01/06/2015		M	50,736	02/26/2011 ⁽¹⁰⁾	02/26/2018	COMMON STOCK	50
	\$ 40	01/07/2015		M	42,055	02/26/2011 ⁽¹⁰⁾	02/26/2018		42

STOCK
OPTION
(RIGHT
TO
BUY)

COMMON
STOCK

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

01/08/2015

__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 \$100.16 to \$101.15, 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 \$101.16 to \$101.41, 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 \$101.30 to \$102.19, 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 \$102.47 to \$103.46, 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.

(5) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$103.51 to \$104.48, 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 price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$104.54 to \$105.53, 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.

(7) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$105.54 to \$106.26, 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.

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- (8) The reporting person is the sole trustee and beneficiary of the Julia Stewart Trust.
- (9) These shares are held in the DineEquity, Inc. 401(k) plan.
- (10) 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. 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.