

DineEquity, Inc
 Form 4
 March 05, 2013

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 *
KALVIN GREGGORY

(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)
 03/01/2013

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)
 SVP, CORPORATE CONTROLLER

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	03/01/2013		M		\$ 0	D	
COMMON STOCK	03/01/2013		S		\$ 69.71 <u>(1)</u>	D	
COMMON STOCK	03/01/2013		M		\$ 0	D	
COMMON STOCK	03/01/2013		S		\$ 69.71 <u>(2)</u>	D	
	03/01/2013		M		\$ 0	D	

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COMMON
STOCK

COMMON STOCK	03/01/2013		S	3,030	D	\$ 69.7 (3)	9,870	D
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COMMON STOCK	03/01/2013		S	1,468	D	\$ 69.77 (4)	8,402	D
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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
STOCK OPTION (RIGHT TO BUY)	\$ 52.37	03/01/2013		M	1,349	(5) 02/28/2022	COMMON STOCK	1,349
STOCK OPTION (RIGHT TO BUY)	\$ 28.21	03/01/2013		M	3,249	(6) 02/22/2020	COMMON STOCK	3,249
STOCK OPTION (RIGHT TO BUY)	\$ 57.21	03/01/2013		M	3,030	(7) 02/28/2021	COMMON STOCK	3,030

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KALVIN GREGGORY 450 NORTH BRAND BOULEVARD, 7TH FLOOR GLENDALE, CA 91203			SVP, CORPORATE CONTROLLER	

Signatures

/s/ Kisha L. Parker as attorney-in-fact for Gregory

Kalvin

03/05/2013

__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 \$69.45 to \$69.92, 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.

(2) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$69.41 to \$70.09, 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.

(3) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$69.21 to \$70.05, 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.

(4) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$69.44 to \$69.99, 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.

(5) This option was granted to the reporting person under the DineEquity, Inc. 2011 Stock Incentive Plan on February 28, 2012. This option to purchase 4,047 shares of common stock vests as to one-third of the shares on each of February 28, 2013, 2014 and 2015.

(6) This option was granted to the reporting person under the IHOP Corp. 2001 Stock Incentive Plan on February 22, 2010. This option to purchase 9,748 shares of common stock vested as to one-third of the shares on each of February 22, 2011, 2012 and 2013.

(7) This option was granted to the reporting person under the IHOP Corp. 2001 Stock Incentive Plan on February 28, 2011. This option to purchase 4,545 shares of common stock vests as to one-third of the shares on each of February 28, 2012, 2013 and 2014.

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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