

DineEquity, Inc
Form 4
March 01, 2016

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 *
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)
02/26/2016

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)
COMMON STOCK	02/26/2016		A	V Amount (A) or (D) Price 14,522 (1) A \$ 0 (2)	55,709	D	
COMMON STOCK	02/26/2016		F	6,224 (3) D \$ 90.9	49,485	D	
COMMON STOCK	02/29/2016		S	7,918 D \$ 90.546 (4)	41,567	D	
COMMON STOCK	02/29/2016		S	468 D \$ 91.318 (5)	41,099	D	
					64,702	I	

COMMON
STOCK

BY
TRUST
(6)

COMMON
STOCK

631.346 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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(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 Number Shares
STOCK OPTION (RIGHT TO BUY)	\$ 90.9	02/26/2016		A	100,370	(8) 02/26/2026	COMMON STOCK 100,3

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/ Bryan R. Adel as attorney-in-fact for Julia A. Stewart

03/01/2016

**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) Represents shares of restricted stock that will vest on February 26, 2019.

(2) Granted as compensation for services.

(3) These shares were withheld to satisfy the tax withholding obligations of the reporting person with respect to the vesting on February 26, 2016 of 14,610 shares of restricted stock held by the reporting person.

(4) The price reported is the average weighted price. The shares were sold in multiple transactions at a price ranging from \$90.10 to \$91.06, 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. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 11, 2015.

(5) The price reported is the average weighted price. The shares were sold in multiple transactions at a price ranging from \$91.23 to \$91.51, 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. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 11, 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 100,370 shares of common stock will vest as to one-third of the shares on each of February 26, 2017, 2018 and 2019.

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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