

DineEquity, Inc
Form 4
March 03, 2015

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)
02/27/2015

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)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| COMMON STOCK | 02/27/2015 | | F ⁽⁸⁾ | | 517 | D | \$ 108.53 3,588 |
| COMMON STOCK | 03/02/2015 | | M | | 1,349 | A | \$ 52.37 4,937 |
| COMMON STOCK | 03/02/2015 | | S | | 1,349 | D | \$ 108.414 3,588 ⁽¹⁾ |
| COMMON STOCK | 03/02/2015 | | M | | 866 | A | \$ 72.28 4,454 |
| COMMON STOCK | 03/02/2015 | | S | | 366 | D | \$ 108.011 4,088 |

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| | | | | | (2) | | | |
|--------------|------------|---|-----|---|------------|-----------|---|----------|
| COMMON STOCK | 03/02/2015 | S | 500 | D | \$ 108.504 | 3,588 | D | |
| COMMON STOCK | 03/02/2015 | M | 839 | A | \$ 81.57 | 4,427 | D | |
| COMMON STOCK | 03/02/2015 | S | 800 | D | \$ 107.16 | 3,627 | D | |
| COMMON STOCK | 03/02/2015 | S | 39 | D | \$ 108.79 | 3,588 | D | |
| COMMON STOCK | 03/02/2015 | S | 100 | D | \$ 108.77 | 3,488 | D | |
| COMMON STOCK | 03/02/2015 | S | 696 | D | \$ 108.288 | 2,792 | D | |
| COMMON STOCK | | | | | | 4,300.727 | I | By trust |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| STOCK OPTION (RIGHT TO BUY) | \$ 52.37 | 03/02/2015 | | M | 1,349 | (5) 02/28/2022 | COMMON STOCK | 1,349 |
| STOCK OPTION | \$ 72.28 | 03/02/2015 | | M | 866 | (6) 02/26/2023 | COMMON STOCK | 866 |

(RIGHT
TO
BUY)
STOCK
OPTION
(RIGHT
TO
BUY)

\$ 81.57 03/02/2015 M 839 (7) 02/25/2024 COMMON STOCK 839

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/ James R. Oehler as attorney-in-fact for Gregory
Kalvin 03/03/2015

__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 \$108.04 to \$108.80, 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 \$107.37 to \$108.26, 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.

(3) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$108.39 to \$108.78, 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 \$106.94 to \$107.68, 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 DineEquity, Inc. 2011 Stock Incentive Plan on February 26, 2013. This option to purchase 2,598 shares of common stock vests as to one-third of the shares on each of February 26, 2014, 2015 and 2016.

(7) This option was granted to the reporting person under the IHOP Corp. 2001 Stock Incentive Plan on February 25, 2014. This option to purchase 2,517 shares of common stock vested as to one-third of the shares on each of February 25, 2015, 2016 and 2017.

(8) These shares were withheld by the Issuer to satisfy the tax withholding obligations of the reporting person with respect to the vesting on February 28, 2015 of 1,313 shares of restricted stock held by the reporting person.

(9)

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The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$107.68 to \$108.60, 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.

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.