

DineEquity, Inc  
Form 4  
January 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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)  
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 Securities (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 <sup>(10)</sup>                               | 02/26/2018  | COMMON STOCK | 50             |
|  | \$ 40  | 01/07/2015                           |  | M                              | 42,055  | 02/26/2011 <sup>(10)</sup>                               | 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<br>450 NORTH BRAND BOULEVARD, 7TH FLOOR<br>GLENDALE, CA 91203 | X             |           | CHAIRMAN<br>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.