



# Edgar Filing: IHOP CORP - Form 4

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Shares	\$ 2,000 (1)					(1) 01/01/2007	Common Stock
Options	\$ 48.09 (2)	03/01/2005		A	3,333	03/01/2006 03/01/2015	Common Stock
Options	\$ 48.09 (2)	03/01/2005		A	3,333	03/01/2007 03/01/2015	Common Stock
Options	\$ 48.09 (2)	03/01/2005		A	3,334	03/01/2008 03/01/2015	Common Stock
Options	\$ 20.314	10/31/2005		M	3,334	02/23/2003 02/23/2009	Common Stock
Options	\$ 14.9375	10/31/2005		M	5,000	02/22/2003 02/22/2010	Common Stock
Options	\$ 20.16	10/31/2005		M	5,000	03/01/2004 03/01/2011	Common Stock
Options	\$ 28.803	10/31/2005		M	15,000	02/28/2005 02/28/2012	Common Stock
Options	\$ 24	10/31/2005		M	13,334	03/20/2005 03/20/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CELIO RICHARD C 450 N. BRAND BOULEVARD - FLR 7 GLENDALE, CA 91203	Vice President-Development

## Signatures

Richard C. Celio 11/01/2005

\*\*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).

Performance shares awarded under the IHOP Corp. 2001 Stock Incentive Plan. The award vests on January 1, 2007, for a percentage (0% to 150%) of the performance shares awarded based, in part, upon the Issuer's total shareholder return compared to the total shareholder

(1) return of a selected peer group and, in part, on the issuer's generation of aggregate net cash flow from operations, as compared to pre-determined targets. Performance shares are payable one-half in cash and one-half in shares of the Issuer's Common Stock. The amount set forth in Column 5 represents the one-half portion of the award payable in shares of the Issuer's Common Stock.

(2) Employee Stock Options granted pursuant to the IHOP Corp. 2001 Stock Incentive Plan.

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.